

**BRIDGE Housing Corporation and Affiliates**

**Consolidated Financial Statements  
(With Supplementary Information)  
and Independent Auditor's Report**

**December 31, 2023 and 2022**

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# BRIDGE Housing Corporation and Affiliates

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## Independent Auditor's Report

To the Board of Directors  
BRIDGE Housing Corporation

Report on the Audit of the Consolidated Financial Statements

### *Opinion*

We have audited the accompanying consolidated financial statements of BRIDGE Housing Corporation and Affiliates, which comprise the consolidated statements of financial position as of December 31, 2023 and 2022, and the related consolidated statements of activities and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of BRIDGE Housing Corporation and Affiliates, as of December 31, 2023 and 2022, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

### *Basis for Opinion*

We conducted our audits in accordance with auditing standards generally accepted in the United States of America ("GAAS") and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are required to be independent of BRIDGE Housing Corporation and Affiliates and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### *Responsibilities of Management for the Consolidated Financial Statements*

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about BRIDGE Housing Corporation and Affiliates' ability to continue as a going concern for one year after the date that the consolidated financial statements are available to be issued.

### *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements*

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with GAAS and *Government Auditing Standards*, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of BRIDGE Housing Corporation and Affiliates' internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about BRIDGE Housing Corporation and Affiliates' ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audits.

### Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The supplementary consolidating information on pages 52 to 63 is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audits of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated April 26, 2024, on our consideration of BRIDGE Housing Corporation and Affiliates' internal control over financial reporting and on our tests of their compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of BRIDGE Housing Corporation and Affiliates' internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering BRIDGE Housing Corporation and Affiliates' internal control over financial reporting and compliance.

*CohnReznick LLP*

Los Angeles, California  
April 26, 2024

**BRIDGE Housing Corporation and Affiliates**  
**Consolidated Statements of Financial Position**  
**December 31, 2023 and 2022**

	<u>Assets</u>	
	<u>2023</u>	<u>2022</u>
Current assets		
Cash and cash equivalents	\$ 124,615,000	\$ 132,607,000
Accounts receivable - net	19,633,000	12,737,000
Contributions receivable	426,000	939,000
Notes receivable	252,000	93,000
Prepaid expenses and deposits	3,901,000	2,544,000
Investments	27,436,000	24,233,000
Impounds	3,936,000	3,501,000
	<u>180,199,000</u>	<u>176,654,000</u>
Noncurrent assets		
Restricted cash and deposits	119,374,000	120,988,000
Accounts receivable - net of current portion	780,000	51,000
Contributions receivable - net of current portion	932,000	1,047,000
Notes receivable - net of current portion	4,345,000	2,853,000
Prepaid expenses and deposits - net of current portion	281,000	2,044,000
Property and equipment - net	3,465,919,000	3,155,867,000
Deferred costs - net	4,544,000	4,673,000
Right-of-use assets - leases	59,675,000	61,981,000
Land under lease and held for development	2,559,000	2,559,000
Other investments	3,674,000	5,656,000
	<u>3,662,083,000</u>	<u>3,357,719,000</u>
Total noncurrent assets	<u>3,662,083,000</u>	<u>3,357,719,000</u>
Total assets	<u><u>\$3,842,282,000</u></u>	<u><u>\$3,534,373,000</u></u>

**BRIDGE Housing Corporation and Affiliates**  
**Consolidated Statements of Financial Position**  
**December 31, 2023 and 2022**

Liabilities and Net Assets

	2023	2022
Current liabilities		
Accounts payable and accrued expenses	\$ 36,969,000	\$ 37,780,000
Accounts payable - construction	65,700,000	88,427,000
Notes payable	18,012,000	15,831,000
Interest payable	8,502,000	8,396,000
Right-of-use liabilities - leases	1,221,000	2,483,000
Deferred revenues	6,072,000	5,395,000
Security and other deposits	55,000	54,000
	<u>136,531,000</u>	<u>158,366,000</u>
Total current liabilities		
Noncurrent liabilities		
Accounts payable and accrued expenses - net of current portion	3,071,000	1,869,000
Notes payable - net	2,628,846,000	2,372,424,000
Interest payable - net of current portion	212,952,000	185,191,000
Right-of-use liabilities - leases - net of current portion	47,325,000	47,551,000
Deferred revenues - net of current portion	2,990,000	2,803,000
Derivative financial instruments	254,000	660,000
Security and other deposits - net of current portion	10,766,000	10,667,000
	<u>2,906,204,000</u>	<u>2,621,165,000</u>
Total noncurrent liabilities		
Total liabilities	<u>3,042,735,000</u>	<u>2,779,531,000</u>
Net assets		
Without donor restrictions		
Controlling interests	200,881,000	177,126,000
Noncontrolling interests	592,723,000	571,018,000
	<u>793,604,000</u>	<u>748,144,000</u>
Total without donor restrictions		
With donor restrictions	5,943,000	6,698,000
	<u>799,547,000</u>	<u>754,842,000</u>
Total net assets		
Total liabilities and net assets	<u>\$3,842,282,000</u>	<u>\$3,534,373,000</u>

See Notes to Consolidated Financial Statements.

**BRIDGE Housing Corporation and Affiliates**

**Consolidated Statements of Activities  
Year Ended December 31, 2023**

	2023		
	Without donor restrictions	With donor restrictions	Total
Support and revenue			
Developer fees	\$ 13,283,000	\$ -	\$ 13,283,000
Rental income - net of vacancies and concessions	212,032,000	-	212,032,000
Management revenue	351,000	-	351,000
Contributions	43,812,000	2,176,000	45,988,000
Investment income	5,492,000	-	5,492,000
Other property related	2,982,000	-	2,982,000
Other	16,931,000	-	16,931,000
Net assets released from restrictions	2,931,000	(2,931,000)	-
	<u>297,814,000</u>	<u>(755,000)</u>	<u>297,059,000</u>
Total support and revenue			
Expenses			
Program services	347,318,000	-	347,318,000
Supporting services	11,466,000	-	11,466,000
Fundraising	361,000	-	361,000
	<u>359,145,000</u>	<u>-</u>	<u>359,145,000</u>
Total expenses			
Change in net assets	(61,331,000)	(755,000)	(62,086,000)
Net assets, beginning of year	748,144,000	6,698,000	754,842,000
Net capital contribution - noncontrolling interest	106,791,000	-	106,791,000
	<u>106,791,000</u>	<u>-</u>	<u>106,791,000</u>
Net assets, end of year	<u>\$ 793,604,000</u>	<u>\$ 5,943,000</u>	<u>\$ 799,547,000</u>
Reconciliation of net assets			
Controlling interest			
Beginning of year			\$ 183,824,000
Change in net assets			23,000,000
			<u>206,824,000</u>
Total reconciliation of net assets			
Noncontrolling interest			
Beginning of year			571,018,000
Net capital contributions			106,791,000
Noncontrolling interests in limited partnership earnings (losses)			(85,086,000)
			<u>592,723,000</u>
Total noncontrolling interest			
Net assets, end of year			<u>\$ 799,547,000</u>



**BRIDGE Housing Corporation and Affiliates**

**Consolidated Statements of Activities  
Year Ended December 31, 2022**

	2022		Total
	Without donor restrictions	With donor restrictions	
Support and revenue			
Developer fees	\$ 21,274,000	\$ -	\$ 21,274,000
Rental income - net of vacancies and concessions	191,437,000	-	191,437,000
Management revenue	4,620,000	-	4,620,000
Contributions	7,266,000	8,820,000	16,086,000
Investment income (loss)	1,467,000	(384,000)	1,083,000
Other property related	8,012,000	-	8,012,000
Other	9,297,000	-	9,297,000
Net assets released from restrictions	9,879,000	(9,879,000)	-
<b>Total support and revenue</b>	<b>253,252,000</b>	<b>(1,443,000)</b>	<b>251,809,000</b>
Expenses			
Program services	309,181,000	-	309,181,000
Supporting services	10,149,000	-	10,149,000
Fundraising	670,000	-	670,000
<b>Total expenses</b>	<b>320,000,000</b>	<b>-</b>	<b>320,000,000</b>
Change in net assets	(66,748,000)	(1,443,000)	(68,191,000)
Net assets, beginning of year	720,241,000	8,141,000	728,382,000
Net capital contribution - noncontrolling interest	94,651,000	-	94,651,000
Net assets, end of year	\$ 748,144,000	\$ 6,698,000	\$ 754,842,000
Reconciliation of net assets			
Controlling interest			
Beginning of year			\$ 167,647,000
Change in net assets			16,177,000
<b>Total reconciliation of net assets</b>			<b>183,824,000</b>
Noncontrolling interest			
Beginning of year			560,735,000
Net capital contributions			94,651,000
Noncontrolling interests in limited partnership earnings (losses)			(84,368,000)
<b>Total noncontrolling interest</b>			<b>571,018,000</b>
Net assets, end of year			\$ 754,842,000

See Notes to Consolidated Financial Statements.

**BRIDGE Housing Corporation and Affiliates**

**Consolidated Statements of Cash Flows  
Years Ended December 31, 2023 and 2022**

	<u>2023</u>	<u>2022</u>
Cash flows from operating activities		
Change in net assets	\$ (62,086,000)	\$ (68,191,000)
Adjustments to reconcile change in net assets to net cash provided by operating activities		
Depreciation and amortization	94,023,000	85,025,000
Amortization of permanent loan costs	3,273,000	2,076,000
Amortization expense - right-of-use leased assets	2,977,000	2,446,000
Loss on disposal of property and equipment	-	4,241,000
Unrealized gain from investments and derivative financial	(1,797,000)	(1,060,000)
Bad debt	4,026,000	1,978,000
(Increase) decrease in assets		
Accounts receivable	(11,651,000)	(5,823,000)
Contributions receivable	628,000	17,000
Prepaid expenses and deposits	506,000	3,664,000
Impounds	(435,000)	(725,000)
Increase (decrease) in liabilities		
Accounts payable and accrued expenses	(22,336,000)	6,547,000
Deferred revenues	3,149,000	2,372,000
Interest payable	27,867,000	15,875,000
	<u>38,144,000</u>	<u>48,442,000</u>
Net cash provided by operating activities		
Cash flows from investing activities		
Increase of notes receivable	(1,651,000)	(810,000)
Net change in other investments	365,000	597,000
Purchases of marketable securities and investments	(195,000)	(9,922,000)
Purchase of property and equipment	(403,423,000)	(359,631,000)
Payment of deferred costs	(523,000)	(368,000)
	<u>(405,427,000)</u>	<u>(370,134,000)</u>
Net cash used in investing activities		
Cash flows from financing activities		
Proceeds from notes payable	526,855,000	549,041,000
Payment of notes payable	(268,993,000)	(286,526,000)
Payment of debt issuance costs	(2,532,000)	(1,648,000)
Repayments of right-of-use lease obligations (principal)	(4,444,000)	(7,531,000)
Payment of syndication costs	(234,000)	(392,000)
Proceeds from capital contributions	107,025,000	103,203,000
	<u>357,677,000</u>	<u>356,147,000</u>
Net cash provided by financing activities		
Net change in cash, cash equivalents and restricted cash	(9,606,000)	34,455,000
Cash, cash equivalents and restricted cash, beginning	<u>253,595,000</u>	<u>219,140,000</u>
Cash, cash equivalents and restricted cash, end	<u>\$ 243,989,000</u>	<u>\$ 253,595,000</u>

**BRIDGE Housing Corporation and Affiliates**

**Consolidated Statements of Cash Flows  
Years Ended December 31, 2023 and 2022**

Supplementary information		
Cash paid for interest (net of capitalized portion)	<u>\$ 44,398,000</u>	<u>\$ 44,186,000</u>
Noncash investing and financing activities		
Property and equipment acquired and recorded in accounts payable - construction	<u>\$ -</u>	<u>\$ 38,190,000</u>
Payment of note receivable from capital distribution	<u>\$ -</u>	<u>\$ 8,160,000</u>

See Notes to Consolidated Financial Statements.

## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

#### Note 1 - Organization and nature of activities

BRIDGE Housing Corporation ("BRIDGE") creates high-quality, affordable homes for working families and seniors. Having participated in the development of over 21,000 homes and with over 9,000 units currently in progress, BRIDGE is among the largest affordable housing developers. BRIDGE builds a range of housing types that not only fit comfortably into their surroundings but also act as a catalyst for revitalizing and strengthening neighborhoods.

BRIDGE is also affiliated with and under common board control with other not-for-profit corporations ("Affiliates") that have been formed either as supporting entities to BRIDGE, or as instruments to further BRIDGE's organizational objectives. The following entities are included in the consolidated financial statements of BRIDGE and Affiliates in accordance with accounting principles generally accepted in the United States of America ("generally accepted accounting principles"):

BRIDGE Community Impact ("BCI") was formed to fund and provide services to support programs that assist the low- and moderate-income, elderly and disabled households who reside in BRIDGE-related housing developments, and to lessen the burden of local government, combat community deterioration and lessen neighborhood tensions in communities associated with BRIDGE-related housing developments through programs that provide service to the communities.

BRIDGE Property Management Company ("BPMC") is the provider of property and marketing services to rental properties developed or acquired by BRIDGE and Affiliates.

BRIDGE Impact Capital, Inc. ("BRIC") provides mortgage assistance programs for low-income families.

BRIDGE Support Corporation ("BSC") is a not-for-profit established as a support corporation to BRIDGE.

In addition to the entities detailed in the tables below, housing properties and other entities include:

BRIDGE Community Development, Inc. ("BCDI") is a not-for-profit established as a support corporation to BRIDGE.

BRIDGE Infill Development, Inc. ("BID"), a taxable not-for-profit entity, is a managing member and 2% owner of BRIDGE Urban Infill Land Development, LLC ("BUILD"). BUILD was formed as a partnership with the State of California Public Employees' Retirement System ("CalPERS"). In 2014, a BRIDGE affiliate purchased CalPERS's interest in BUILD, and BUILD is in the process of winding down.

Single-purpose not-for-profit corporations holding a controlling general partner interest (ranging from .01% to 1%) in their respective limited partnerships providing affordable housing:

General Partner	Limited Partnerships	Marketing Name
1051 Mission Affordable LLC	1051 Mission, L.P.	N/A
BRIDGE Tower, LLC	14th Street Associates	Ironhorse at Central Station
1740 San Pablo Housing, LLC	1740 San Pablo Housing, L.P.	N/A
4840 Mission Housing Associates, LLC	4840 Mission Housing Associates, L.P.	Islais Place
735 Davis Senior BRIDGE, LLC	735 Davis Senior, L.P.	735 Davis Senior

## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

General Partner	Limited Partnerships	Marketing Name
750 Oddstad, LLC	750 Oddstad, L.P.	Pacific Oaks Apartments
88 Broadway Family BRIDGE, LLC	88 Broadway Family, L.P.	Broadway Cove
Abigail Manager, LLC	Abigail Housing Associates, L.P.	The Abigail
Alameda Housing, LLC	Alameda Housing Associates, L.P.	Marea Alta
BRIDGE Housing Corporation	Albion Gallinas, LLC	Terra Linda Manor
Aloha Alexander, LLC	Aloha Alexander Housing Associates L.P.	Cedar Rising
Anaheim & Walnut GP LLC	Anaheim & Walnut Housing LP	Wellspring
Arden Armory Affordable, LLC	Arden Armory Affordable, L.P.	Arden Way
BRIDGE SC, LLC	Area F1 Housing Associates, L.P.	Sage Canyon
Site K, Inc.	Armstrong Place Associates	Armstrong Place Senior Housing
AveVista Associates, LLC	AveVista Associates, L.P.	AveVista
Aviara East GP, LLC	Aviara East Housing L.P.	Vista Azul
Balboa Gateway LLC	Balboa Gateway L.P.	N/A
Balboa Lee Avenue, LLC	Balboa Lee Avenue, L.P.	N/A
Bay Meadows Affordable Associates, LLC	Bay Meadows Affordable Associates, L.P.	Montara
BHC College Park II, LLC	BHC College Park II, L.P.	Ivy at College Park Phase 2
BRIDGE SC, LLC	BHC Sage Park, L.P.	Sage Park
Praxis Partners, LLC	Block 14, L.P.	Sitka Apartments
BRIDGE Berkeley Way, LLC	BRIDGE Berkeley Way, L.P.	Berkeley Way
BASC General Partner, LLC	BRIDGE Aggregate Solar Company, L.P.	BASC
Church Street Housing, Inc.	BRIDGE Grayson Creek Associates	Grayson Creek
BRIDGE New Hampshire, LLC	BRIDGE New Hampshire, L.P.	New Hampshire
BRIDGE Housing Corporation	BRIDGE Paloma Associates LLC	Paloma Del Mar
BRIDGE Regional Partners, Inc.	BRIDGE Potrero Community Associates, LLC	Potrero Hill Affordable
BRIDGE NorCal Development, Inc.	BRIDGE Triangle Associates, L.P.	The Rivermark
Broadway Tower, Inc.	Broadway Tower Associates, L.P.	Celadon at 9th & Broadway 9%
Broadway Upper Tower, LLC	Broadway Upper Tower Associates, L.P.	Celadon at 9th & Broadway 4%
Northpoint Housing, Inc.	Canal Housing Associates	Belvedere Place
BRIDGE Housing Corp - Southern California	Carmel Valley Housing Associates	Torrey del Mar
BRIDGE Tower, LLC	Carquinez Associates, L.P.	The Carquinez
Alto Station, Inc.	Casa Vista Housing, LLC	Casa Vista
Northpoint Housing, Inc.	Chelsea Gardens Associates	Chelsea Gardens
Coggins Square Apartments LLC	Coggins Square Apartments, L.P.	Coggins Apartments
COMM22 Housing GP, LLC	COMM22 Family Housing, L.P.	Paseo at COMM22

## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

General Partner	Limited Partnerships	Marketing Name
COMM22 Senior GP, LLC	COMM22 Senior Housing, L.P.	Victoria at COMM22
BRIDGE Housing Corp - Southern California	Copper Creek 4% Housing Associates, L.P.	Copper Creek 4%
BRIDGE Housing Corp - Southern California	Copper Creek 9% Housing Associates, L.P.	Copper Creek 9%
Cornelius Place Manager, LLC	Cornelius Place Housing Associates, L.P.	Cornelius Place
Coronado Springs Cottages GP, LLC	Coronado Springs Cottages, LLP	Coronado Springs Cottages
Daly City King LLC	Daly City King L.P.	Gatewood Village
BRIDGE Housing Corporation	Drake Marin Associates	Doretha Mitchell
Northpoint Housing, Inc.	Fabian Way Associates	Alta Torre
Foothill Farms Senior, LLC	Foothill Farms Associates, L.P.	Foothill Farms
Northpoint Housing, Inc.	Geary Housing Partners, L.P.	The Coronet
Goldcrest Apartments, LLC	Goldcrest Housing Associates L.P.	Altura
Gopher Gulch, LLC	Gopher Gulch, L.P.	N/A
Gough Street Housing, LLC	Gough Street Housing Associates, L.P.	Fell Street Apartments
BRIDGE Tower, LLC	Grand Oak Associates	Grand Oak
Hercules Senior, Inc.	Hercules Senior Housing Associates	The Arbors
Heritage Square II, LLC	Heritage Square II, L.P.	Heritage Square II
Heritage Square Housing, LLC	Heritage Square Housing Partners, L.P.	Heritage Square
Hermann Street Associates LLC	Hermann Street Associates, L.P.	Church Street
Hollywood Hub GP, LLC	Hollywood Hub L.P.	Hollywood Hub
Hunt Pradera II, LLC	Hunt Pradera II, L.P.	Hunts Grove
BRIDGE Tower, LLC	Irvington Development Group, L.P.	Irvington Terrace
Fell Street Housing, Inc.	Ivy at College Park, L.P.	Ivy at College Park
BRIDGE Tower, LLC	Jennings Avenue Associates	Arroyo Point
John Street Housing, LLC	John Street Housing Associates, L.P.	Pinole Grove Senior Housing
JD Housing 1A, LLC	Jordan Downs 1A, L.P.	Cedar Grove at Jordan Downs
Jordan Downs 2B, LLC	Jordan Downs 2B, L.P.	Park Place at Jordan Downs
Jordan Downs 3, LLC	Jordan Downs 3, L.P.	Kalmia Rose
Jordan Downs 4A, LLC	Jordan Downs 4A, L.P.	Jordan Downs Phase IV
Kindred Cortez Hill, LLC	Kindred Cortez Hill, L.P.	Kindred
BRIDGE Tower, LLC	Kentfield Associates	Kentfield
BRIDGE Housing Corp - Southern California	Laguna Canyon Housing Associates	Laguna Canyon
Tressa CM, LLC	Linden 143, LLC	Tressa Apartments
BRIDGE NORCAL, LLC	MacArthur Telegraph Associates, L.P.	Mural Apartments
Magnolia SSF, LLC	Magnolia SSF, L.P.	Magnolia Plaza

## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

General Partner	Limited Partnerships	Marketing Name
BRIDGE Tower, LLC	Marina Tower Associates	Marina Tower Apartments
Mayfair Affordable, LLC	Mayfair Affordable Housing, L.P.	Mayfair
Milpitas Housing, Inc.	Milpitas Housing Associates	Montevista Apartments
Nairobi Housing, Inc.	Nairobi Housing Associates	Peninsula Park
474 Natoma, LLC	Natoma Family Housing, L.P.	Natoma
NE 120th ETOD GP, LLLC	NE 120th ETOD, LLLP	N/A
Armstrong Place, Inc.	N/A	N/A
BRIDGE Bissell, Inc.	N/A	N/A
BRIDGE Northwest Development, Inc.	N/A	N/A
BRIDGE Terraza, Inc.	N/A	N/A
Chestnut Linden, Inc.	N/A	N/A
Coronado Springs Tower, LLC	N/A	Coronado Springs Tower
North Beach Housing, Inc.	N/A	N/A
Westpark Housing Corporation	N/A	N/A
BRIDGE Housing Corporation	North Beach Retail Associates, LLC	North Beach Retail Associates, Inc. (NBRA)
Northgate Affordable, LLC	Northgate Affordable Housing, LLLP	Northgate
Northpoint Housing, Inc.	Northpoint Housing Associates	Northpoint Village Apartments I
Northpoint Housing, Inc.	Northpoint II Housing Associates	Northpoint Village Apartments II
Northside Senior Housing, Inc.	Northside Housing Associates	Mabuhay Court
North Williams Manager, LLC	North Williams Housing Associates, L.P.	North Williams
BRIDGE Housing Corp - Southern California	Northwood Housing Associates, L.P.	Windrow
BRIDGE Northwest Development, Inc.	Nurture 247, L.P.	Ramona Apartments
Crespi Drive, LLC	Oceanview Housing Associates, L.P.	Oceanview
Ohlone Housing, Inc.	Ohlone Housing Associates	Ohlone Court
BRIDGE Housing Corp - Southern California	Poinsettia Housing Associates	Poinsettia Station
Potrero Housing I, LLC	Potrero Housing Associates I, L.P.	1101 Connecticut
Potrero Housing II, LLC	Potrero Housing II Associates, L.P.	Potrero Block B
Pottery Court, LLC	Pottery Court Housing Associates, L.P.	Pottery Court
Harbour Way, LLC	Richmond Housing Associates, L.P.	Richmond City Center Apartments
RiverPlace 3, LLC	RiverPlace 3 Housing, L.P.	The Vera
2065 SW River Parkway, LLC	River Place Phase 2, L.P.	Waterleaf
Roberts Avenue, Inc.	Roberts Avenue Senior Housing L.P.	Oak Circle

## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

General Partner	Limited Partnerships	Marketing Name
Alameda Senior, LLC	San Leandro Senior, L.P.	San Leandro Senior
Danville Senior Housing, Inc.	Sanraf Associates	San Rafael Commons
BRIDGE Housing Corp - Southern California	Santa Alicia Family Housing Associates	Santa Alicia
MCB Family Housing, Inc.	St. Joseph's Family Associates, L.P.	Terraza Palmera at St. Joseph's
BRIDGE Tower, LLC	St. Joseph's Senior, L.P.	St. Joseph's Senior Apartments
Strobridge Housing, Inc.	Strobridge Housing Associates	Strobridge Court
BRIDGE SC, LLC	Summerhouse Housing 3, L.P.	Madera Vista Phase 3
Summerhouse Housing, LLC	Summerhouse Housing Associates, L.P.	Madera Vista
Sycamore Place Senior Housing, LLC	Sycamore Place Senior Housing, L.P.	Sycamore Apartments
San Marcos Family Housing, Inc.	Terra Cotta Housing Associates	Terra Cotta
MCB Family Housing, Inc.	Trestle Glen Associates	Trestle Glen
VM Family LLC	VM Family LP	Evermont Family
VM Senior LLC	VM Senior LP	Evermont Senior
BRIDGE Housing Corp - Southern California	White Dove Canyon Housing Associates, L.P.	Dove Canyon
BRIDGE SC, LLC	Woodbury Partners, L.P.	Woodbury Walk
Woodland Park Associates Manager, LLC	Woodland Park Associates, L.P.	Woodland Park

Single-purpose not-for-profit corporations holding a co-general partner interest (ranging from .01% to 1%) in their respective limited partnerships providing affordable housing (BRIDGE's officers and/or board have a majority control over these entities):

General Partner	Limited Partnerships	Marketing Name
1950 Mission Housing Associates, LLC	1950 Mission Housing Associates, L.P.	1950 Mission
255 Woodside, LLC	255 Woodside Housing Associates, L.P.	255 Woodside
25 Sanchez, LLC	25 Sanchez Housing Associates, L.P.	25 Sanchez
3850 18 <sup>th</sup> Street, LLC	3850 18 <sup>th</sup> Street Housing Associates, L.P.	3850 18 <sup>th</sup> Street
462 Duboce, LLC	462 Duboce Housing Associates, L.P.	462 Duboce
490 SVN Housing Associates, LLC	490 SVN Housing Associates, L.P.	Avanza 490
Aleman Housing, LLC	Aleman Housing Associates, L.P.	Aleman
Hope Center Housing, LLC	BFHP Hope Center, L.P.	Hope Center
BRIDGE Housing Ventures, Inc.	Chestnut Linden Associates	Chestnut Linden Court
Holly Courts Housing, LLC	Holly Courts Housing Associates, L.P.	Holly Courts



## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

General Partner	Limited Partnerships	Marketing Name
BRIDGE Housing Corporation	Jordan Downs Community Partners, LLC	N/A
Tressa Manager, LLC	Linden 143, LLC	Tressa Apartments
BRIDGE Housing Ventures, Inc.	Mandela Gateway Associates	Mandela Gateway Apartments
BRIDGE Housing Ventures, Inc.	Marina Annex Associates	Marina Tower Annex
Mission Bay 9, LLC	Mission Bay 9, L.P.	Mission Bay
Mission Dolores GP, LLC	Mission Dolores Housing Associates, L.P.	Mission Dolores
BRIDGE Housing Ventures, Inc.	North Beach Housing Associates	North Beach Place
Silverado Creek Housing, Inc.	Silverado Creek Partners	Silverado Creek
Westview Village II, LLC	Westview Village II LP	Westview II
Westview Village III, LLC	Westview Village III LP	Westview III

Single-purpose not-for-profit corporations holding a general partner interest (ranging from .01% to 1%) and limited partner interest (ranging from 99% to 99.99%) in their respective limited partnerships providing affordable housing:

General Partner	Limited Partnerships	Marketing Name
Danville Senior, Inc.	Danville Senior Housing Associates	Sycamore Place
Rotary Valley, Inc.	Rotary Valley Associates	Rotary Valley
Site K, Inc.	South Beach Family Associates	Steamboat Point Apartments
Winfield Hill, LLC	Winfield Hill Associates	Almaden Lake Apartments

Single-purpose not-for-profit corporations holding a co-general partner interest (ranging from .01% to 1%) and co-limited partner interest (ranging from 99% to 99.99%) in their respective limited partnerships providing affordable housing:

General Partner	Limited Partner	Limited Partnerships	Marketing Name
Calistoga Brannan Housing, Inc.	Hunt Avenue, Inc.	Calistoga Brannan Housing Associates	La Pradera
Hunt Avenue, Inc.	Calistoga Brannan Housing, Inc.	Hunt Avenue Associates	Hunt's Grove
Silverado Creek Housing, Inc.	Calistoga Brannan Housing, Inc.	Silverado Creek Partners	Silverado Creek Apartments

Owners and operators of affordable housing properties:

Not-for-Profit Corporation	Marketing Name
Alto Station, Inc.	Alto Station
Alto Station, Inc.	Pickleweed
Bayview Senior Housing, Inc.	Geraldine Johnson
BLP Partnership, Inc.	The Parkview

**BRIDGE Housing Corporation and Affiliates**

**Notes to Consolidated Financial Statements  
December 31, 2023 and 2022**

Not-for-Profit Corporation	Marketing Name
BOMH, Inc.	Acorn III
BRIDGE West Oakland Housing, Inc.	Acorn I and II
Brisbane Senior Housing, Inc.	Visitacion Gardens
Chestnut Creek, Inc.	Chestnut Creek
Emeryville Senior Housing, Inc.	Emery Villa
Metro Senior Homes, Inc.	Metro Center
Redwood Shores Senior Housing, Inc.	Redwood Shores

Sole member of limited liability companies that predominantly hold general partner interests in limited partnerships providing affordable housing:

Not-for-Profit Corporation	Limited Liability Company
BRIDGE Housing Corporation	1051 Mission Affordable, LLC
BRIDGE Housing Corporation	1740 San Pablo Housing, LLC
BRIDGE Northwest Development, Inc.	2065 SW River Parkway, LLC
BRIDGE Homes, Inc.	474 Natoma, LLC
MCB Family Housing, Inc.	735 Davis Senior BRIDGE, LLC
BRIDGE Housing Corporation	750 Oddstad, LLC
MCB Family Housing, Inc.	88 Broadway Family BRIDGE, LLC
Winfield Hill, Inc.	Abigail Manager, LLC
MCB Family Housing, Inc.	Alameda Housing, LLC
BRIDGE Economic Development Corporation	Alameda Parking, LLC
MCB Family Housing, Inc.	Alameda Senior, LLC
BRIDGE Housing Corporation	Albion Gallinas, LLC
BRIDGE Housing Corporation	Anaheim & Walnut GP, LLC
BRIDGE Housing Corporation	Arden Armory Affordable, LLC
BRIDGE Homes, Inc.	Armstrong Townhomes, LLC
MCB Family Housing, Inc.	AveVista Associates, LLC
BRIDGE Economic Development Corporation	AveVista Commercial, LLC
BRIDGE Housing Corporation	BASC General Partner, LLC
BRIDGE Housing Corporation	Belleau Woods Apartments, LLC
BRIDGE Homes, Inc.	Berry Street, LLC
BRIDGE Housing Corporation	BHC Balboa Builders, LLC
BRIDGE Housing Corp - Southern California	BHC College Park II, LLC
MCB Family Housing, Inc.	BRIDGE 500 Folsom, LLC
BRIDGE Housing Corporation	BRIDGE Berkeley Way, LLC
BRIDGE Housing Corporation	BRIDGE New Hampshire, LLC
MCB Family Housing, Inc.	BRIDGE NORCAL, LLC
BRIDGE Housing Corporation	BRIDGE Paloma Associates LLC
BRIDGE Housing Corp - Southern California	BRIDGE SC, LLC
Northpoint Housing, Inc.	BRIDGE Tower, LLC

## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

Not-for-Profit Corporation	Limited Liability Company
BRIDGE NorCal Development, Inc.	BRIDGE Triangle, LLC
BRIDGE Housing Corp - Southern California Alto Station, Inc.	Broadway Upper Tower, LLC
BRIDGE Housing Corporation	Casa Vista Housing, LLC
BRIDGE Northwest Development, Inc.	Coggins Square Apartments, LLC
BRIDGE Housing Corporation	Coronado Housing Associates, LLC
BRIDGE Northwest Development, Inc. Winfield Hill, Inc.	Coronado Springs Cottages GP, LLC
BRIDGE Housing Corporation	Coronado Springs Tower, LLC
MCB Family Housing, Inc.	Crespi Drive, LLC
BRIDGE Housing Corporation	Daly City King, LLC
BRIDGE Housing Corporation	Foothill Farms Senior, LLC
Winfield Hill, Inc.	Gopher Gulch, LLC
BRIDGE Housing Corp - Southern California	Harbour Way, LLC
BRIDGE Housing Corporation	Heritage Square Housing, LLC
BRIDGE Housing Corporation	Heritage Square II, LLC
BRIDGE Housing Corporation	Hollywood Hub GP, LLC
BRIDGE Housing Corporation	Hunt Pradera II, LLC
BRIDGE Housing Corporation	JD Housing 2B, LLC
MCB Family Housing, Inc.	JD Housing I, LLC
BRIDGE Housing Corporation	Jordan Downs 3, LLC
BRIDGE Housing Corporation	Jordan Downs 4A, LLC
BRIDGE Economic Development Corporation	MacArthur Transit Community Partners, LLC
BRIDGE Economic Development Corporation	Mandela Gateway Commercial, LLC
BRIDGE Homes, Inc.	Mandela Gateway Townhomes, LLC
BRIDGE Housing Corporation	Mayfair Affordable, LLC
BRIDGE Housing Corporation	NE 120th ETOD GP, LLLC
BRIDGE Housing Corporation	North Berkeley Housing, LLC
BRIDGE Housing Corporation	Northgate Affordable LLC
BRIDGE Northwest Development, Inc.	North Williams Manager, LLC
BRIDGE Northwest Development, Inc.	Port City, LLC
MCB Family Housing, Inc.	Potrero Housing I, LLC
BRIDGE Housing Corp - Southern California	Pottery Court, LLC
BRIDGE Housing Corporation	St. Lukes Housing GP, LLC
BRIDGE Housing Corp - Southern California	Summerhouse Housing, LLC
BRIDGE Housing Corporation	Sycamore Place Senior Housing, LLC
BRIDGE Housing Corp - Southern California	Tobria Terrace, LLC
MCB Family Housing, Inc.	Tressa CM, LLC
BRIDGE Housing Corporation	VM Family, LLC
BRIDGE Housing Corporation	VM Mixed Use, LLC
BRIDGE Northwest Development, Inc.	Coronado Housing Associates, LLC

## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

Co-member of limited liability companies that predominantly hold general partner interests in limited partnerships providing affordable housing:

Not-for-Profit Corporation	Limited Liability Company
MCB Family Housing Inc.	1950 Mission Housing Associates, LLC
Winfield Hill, Inc.	25 Sanchez, LLC
Winfield Hill, Inc.	255 Woodside, LLC
Winfield Hill, Inc.	3850 18th Street, LLC
Winfield Hill, Inc.	462 Duboce, LLC
MCB Family Housing Inc.	490 SVN Housing Associates, LLC
Winfield Hill, Inc.	Aleman Housing, LLC
BRIDGE Housing Corporation	COMM22 Housing GP, LLC
BRIDGE Housing Corporation	COMM22 Senior GP, LLC
BRIDGE Economic Development Corporation	Comm22, LLC
BRIDGE Housing Corporation	Coronado Cottages GP, LLC
Winfield Hill, Inc.	Doretha Mitchell Housing, LLC
BRIDGE Housing Corporation	Fruitvale Phase IIB LLC
Fell Street Housing, Inc.	Gough Street Housing, LLC
Winfield Hill, Inc.	Holly Courts Housing, LLC
BRIDGE Housing Corporation	Hope Center LLC
Hercules Senior Housing, Inc.	John Street Housing, LLC
BRIDGE Housing Corporation	Mission Bay 9 LLC
BRIDGE Housing Corporation	North Beach Development Associates, LLC
MCB Family Housing Inc.	Tressa Investment, LLC
MCB Family Housing Inc.	Tressa Manager, LLC
MCB Family Housing Inc.	Villages at Westview 1, LLC

The consolidated financial statements do not include single-purpose not-for-profit corporations and other entities holding a general partner interest (ranging from .01% to 1%) in their respective limited partnerships providing affordable housing for which BRIDGE's officers and/or board are deemed not to have a majority control, namely:

General Partner	Limited Partnerships	Marketing Name
Bernal Senior Housing Corp.	Bernal Senior Housing Partners	Coleridge Park
Centertown II, LLC	Centertown II, L.P.	Centertown Apartments
BRIDGE Los Lirios, LLC	Los Lirios Apartments, L.P.	Los Lirios
BRIDGE Housing Ventures, Inc.	Pacific Oaks Associates	Pacific Oaks
BRIDGE Housing Ventures, Inc.	South San Francisco Magnolia Plaza Associates	Magnolia Plaza
BRIDGE Housing Acquisitions, Inc.	SR Fountains, L.P.	The Fountains
SR Senior Housing, Inc.	SR Senior Housing, Inc.	The Fountains
BRIDGE 500 Folsom, LLC	500 Folsom, L.P.	500 Folsom

## **BRIDGE Housing Corporation and Affiliates**

### **Notes to Consolidated Financial Statements December 31, 2023 and 2022**

#### **Note 2 - Significant accounting policies**

##### **Principles of consolidation**

###### **Not-for-profit corporations**

The consolidated financial statements include the accounts of BRIDGE and other not-for-profit entities that are commonly controlled by BRIDGE's officers or board of directors, including those not-for-profit entities that are majority controlled by BRIDGE. Other not-for-profit entities, over which BRIDGE does not exercise majority control, are not included in the consolidated financial statements. All material intercompany balances and transactions have been eliminated in the consolidated financial statements.

###### **Limited partnerships/limited liability companies ("LLCs")**

Partnerships or LLCs that are controlled by BRIDGE or its affiliated not-for-profit entities are included in the consolidated financial statements.

BRIDGE and Affiliates' partnership interests generally range from .01% to 1.0% and are shown as controlling interests in net assets without donor restrictions. Partners' or members' capital interests generally range from 99% to 99.9% and are presented as noncontrolling interests in net assets without donor restrictions. All material intercompany balances and transactions have been eliminated in the consolidated financial statements.

Partnerships or LLCs over which BRIDGE or its Affiliates exercise significant influence, but do not exercise majority control, are included in the consolidated financial statements using the equity method of accounting. Intercompany balances and transactions are not eliminated under the equity method.

##### **Accounting method**

BRIDGE and Affiliates use the accrual method of accounting, which recognizes income in the period earned and expenses when incurred, regardless of the timing of payments.

##### **Use of estimates**

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

##### **Basis of presentation**

The consolidated financial statements are presented in accordance with generally accepted accounting principles, which require that financial statements are presented on the basis of net assets without donor restrictions and net assets with donor restrictions.

###### *Net assets without donor restrictions*

Net assets without donor restrictions consist of all resources of BRIDGE and Affiliates that have not been specifically restricted by a donor.

###### *Net assets with donor restrictions*

Net assets with donor restrictions consists of cash received or other assets with donor stipulations that limit their use. Donor restrictions are stipulated by either a time restriction or a purpose restriction. Upon expiration of a time restriction or completion of a purpose restriction, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the consolidated statements of activities as net assets released from restrictions.

## **BRIDGE Housing Corporation and Affiliates**

### **Notes to Consolidated Financial Statements December 31, 2023 and 2022**

#### **Revenue recognition**

##### **Developer fees**

Developer fees are from related entities, some of which are included in the consolidated financial statements. BRIDGE earns fees for development of properties and generally recognizes the fees as earned over the development period as follows:

30% of each anticipated total developer fee is recorded when the predevelopment phase ends and the construction period begins; however, if BRIDGE receives payment of fees during the predevelopment phase, revenue will be recognized as fees are received; and

70% is recorded throughout the construction period based on the percentage of completion as gauged by the general contractor's progress billing.

An allowance of 5% of the fee is reserved until the Internal Revenue Service Form 8609 is obtained, or its equivalent, to signify completion of the development process.

Developer fees paid from property cash flow of consolidated entities are recognized when earned and eliminated in consolidation.

##### **Rental income**

Revenue from resident fees, rents and services is recognized in the period rendered. Rental income is shown at its maximum gross potential. Vacancy loss and concessions are shown as a reduction of rental income. Rental units occupied by employees are included in rental income and as an expense of operations. Most of the rental income is received under short-term residential leases.

Revenue from long-term leases on land is recorded in the period earned, according to lease contract terms. In many situations, rental revenue is payable only from excess cash and is recorded when cash is received. Such intercompany revenue has been eliminated in the consolidated financial statements.

##### **Contributions**

Contributions are recognized as revenue when they are unconditionally promised. Noncash contributions are recorded at their estimated fair value when received. Contributions to be received after one year are discounted at an appropriate discount rate when material. Grants represent contributions if resource providers receive no value in exchange for the assets transferred. Contributions are recorded at their fair value as assets with donor restrictions and assets without donor restrictions, depending on the absence or existence of donor-imposed restrictions as applicable. When a restriction expires (that is when a stipulated time restriction ends or purpose restriction is accomplished), net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the consolidated statements of activities as net assets released from restrictions. Contributions restricted for the purpose of long-lived assets are reported as support without donor restrictions when expended for that purpose in the individual financial statements of each affiliated entity, but may be reported as net assets with donor restrictions in the consolidated financial statements.

Conditional promises to give, that is, those with a measurable performance or other barrier, and a right of return, are not recognized until the conditions on which they depend have been substantially met. Federal and state contracts and grants are conditioned upon certain performance requirements and the incurrence of allowable qualifying expenses. Consequently, at December 31, 2023 and 2022, conditional contributions of \$375,000 and \$557,000,

## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

respectively, for which no amounts had been received in advance, have not been recognized in the accompanying consolidated financial statements.

#### Management revenue and related accounts

BRIDGE and Affiliates provide property management, bookkeeping and asset management services. Income is earned in accordance with the terms of the agreements and recorded as revenue. Such intercompany revenue has been eliminated in the consolidated financial statements.

#### Cash and cash equivalents

Cash is defined as cash in demand deposit accounts as well as cash on hand. BRIDGE and Affiliates consider all highly-liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents. BRIDGE has designated certain cash and cash equivalents for the development of affordable homes and for operating and replacement reserves at one of the properties. Donor restricted cash represents amounts received with donor stipulations that limit the use of the donated assets. Not included as cash and cash equivalents are funds restricted as to their use, regardless of liquidity, such as reserves for replacements, operations, debt services, mortgage assistance programs and tenant security deposits. BRIDGE and Affiliates maintain cash on deposit at banks in excess of the Federal Deposit Insurance Corporation limit. The uninsured cash balance, including restricted accounts, was approximately \$116,047,000 and \$138,220,000 as of December 31, 2023 and 2022, respectively. BRIDGE and Affiliates have not experienced any losses in such accounts.

Cash and cash equivalents composition amounts are as follows at December 31:

	<u>2023</u>	<u>2022</u>
Undesignated	\$ 71,432,000	\$ 70,832,000
Designated	51,509,000	59,979,000
Donor designated	<u>1,674,000</u>	<u>1,796,000</u>
Total cash and cash equivalents	124,615,000	132,607,000
Restricted cash and deposits	<u>119,374,000</u>	<u>120,988,000</u>
Total cash, cash equivalents and restricted cash	<u>\$ 243,989,000</u>	<u>\$ 253,595,000</u>

#### Fair value of financial assets and liabilities

The carrying value of cash and cash equivalents approximates fair value due to the short-term maturity of these instruments. It is not practicable for management to estimate the fair value of accounts and notes receivable, notes payable, equity investments and financial guarantees because of the nature of such instruments and lack of readily available market information for financial instruments with similar terms.

#### Investments

Investments are stated at fair value in the statement of financial position. Investment sales and purchases are recorded on a trade-date basis. The realized gains and losses are included in the BRIDGE and Affiliates' statement of activities. Dividend income is recorded based upon the ex-dividend date and interest income is recorded as earned on an accrual basis.

BRIDGE and Affiliates shall be invested in a diversified portfolio, consisting primarily of marketable securities and alternative investments, which may reflect varying rates of return. The asset

## **BRIDGE Housing Corporation and Affiliates**

### **Notes to Consolidated Financial Statements December 31, 2023 and 2022**

allocation for the investment portfolio is determined by the trustees with the advice of their investment consultant.

#### **Fair value measurements**

Under generally accepted accounting principles, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (exit price) in an orderly transaction between market participants at the measurement date.

Generally accepted accounting principles establish a fair value hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of BRIDGE and Affiliates. Unobservable inputs, if any, reflect BRIDGE and Affiliates' assumption about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The fair value hierarchy is categorized into three levels based on the inputs as follows:

- Level 1 - Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the entity has the ability to access at measurement date. Valuation adjustments and block discounts are not applied to Level 1 securities. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant degree of judgment.
- Level 2 - Valuations based on significant inputs that are observable, either directly or indirectly, or quoted prices in markets that are not active, that is, markets in which there are few transactions, the prices are not current or price quotations vary substantially either over time or among market makers.
- Level 3 - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The availability of valuation techniques and observable inputs can vary from investment to investment and is affected by a wide variety of factors, including the type of security, whether the security is new and not yet established in the marketplace, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Those estimated values do not necessarily represent the amounts that may be ultimately realized due to the occurrence of future circumstances that cannot be reasonably determined. Because of the inherent uncertainty of valuation, those estimated values may be materially higher or lower than the values that would have been used had a ready market for the securities existed.



## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

Fair value measurements at December 31, 2023					
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Investments measures at NAV	Total
U.S. Treasury bills and notes	\$ -	\$ 10,703,000	\$ -	\$ -	\$ 10,703,000
BRIDGE's investment in Housing Partnership Insurance Exchange (Note 13)	-	1,028,000	-	-	1,028,000
Multi asset funds	-	-	-	16,733,000	16,733,000
Derivative financial instrument (liability) (Note 17)	-	(254,000)	-	-	(254,000)
Total	\$ -	\$ 11,477,000	\$ -	\$ 16,733,000	\$ 28,210,000
Fair value measurements at December 31, 2022					
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Investments measures at NAV	Total
U.S. Treasury bills and notes	\$ -	\$ 9,625,000	\$ -	\$ -	\$ 9,625,000
BRIDGE's investment in Housing Partnership Insurance Exchange (Note 13)	-	2,876,000	-	-	2,876,000
Multi asset funds	-	-	-	14,608,000	14,608,000
Derivative financial instrument (liability) (Note 17)	-	(660,000)	-	-	(660,000)
Total	\$ -	\$ 11,841,000	\$ -	\$ 14,608,000	\$ 26,449,000

The fair value of the multi-asset funds is determined using the net asset value ("NAV") of shares held. In some instances, the NAV may not equal the fair value that would be calculated under fair value accounting standards. Valuations provided by fund administrators consider variables such as the financial performance of the underlying investments, recent sales prices of underlying investments, and other pertinent information. In addition, actual market exchange at year-end provides additional observable market inputs of the exit price. BRIDGE reviews valuations and assumptions provided by fund administrators for reasonableness and believes that the carrying amount of these financial instruments are reasonable estimates of fair value.

## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

The preceding methods may produce a fair value that may not be indicative of realizable fair value or reflective of future fair values. Furthermore, although BRIDGE believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. There were no changes in the valuation techniques during the current year. The multi-asset funds are measured at NAV per share at December 31, 2023 and 2022.

<u>Investment strategy</u>	<u>2023 Fair value</u>	<u>2022 Fair value</u>	<u>Redemption terms</u>	<u>Redemption restrictions</u>	<u>Redemption restriction in place at year-end</u>
Multi-strategy	\$ 16,733,000	\$ 14,608,000	Quarterly with 45 days notice	None	None

There are no unfunded commitments at December 31, 2023 and 2022.

#### Notes receivable

Notes receivable represent financial assistance provided to qualified home buyers. Loans are stated at unpaid principal balances, less an allowance for loan losses. The loans are collateralized by the properties.

#### Allowances for uncollectible accounts receivable

The allowances for uncollectible accounts are determined on specific identification basis, based upon management's assessment. Based on an assessment of the customer's current credit worthiness, an estimate of the balance that may not be collected is made. In addition, an amount of estimated credit losses on the aggregate remaining accounts receivable is made based on past collection experience. Once all efforts to collect have been undertaken, the unpaid balance is written off as a charge to the allowance for doubtful accounts or loan losses. Subsequent recoveries, if any, are credited to the allowance. The allowance for doubtful collections was \$5,252,000 and \$5,848,000 as of December 31, 2023 and 2022, respectively.

#### Land

Purchased land is carried at cost. Donated land is carried at estimated fair market value at the date of donation. BRIDGE leases most of its land to affiliated affordable housing developments under long-term leases.

#### Property and equipment, leasehold improvements, and deferred costs

Property and equipment are stated at cost of acquisition, construction or rehabilitation, or fair value if donated. Acquisitions among entities under common control are recorded at historical cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. Maintenance, repair, and renewals, which neither materially add to the value of the property nor appreciably prolong its life, are charged to expense as incurred.

BRIDGE and Affiliates incur costs during the development phase of the affordable housing project undertaken. Such costs include governmental fees, legal and consulting fees, as well as construction costs. BRIDGE and Affiliates record these costs as assets (development in progress) until the housing project is placed in service. Any funds expended on a project that does not pass beyond the development stage are recorded as expenses when activity on the project ceases. Management believes that no material portion of the development in progress is unrealizable at December 31, 2023 and 2022. Development in progress is not depreciated until the completion of the development.

## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

Deferred costs are incurred in order to obtain permanent financing and tax credits for the affordable housing projects. Organization costs are expensed as incurred.

The useful lives of the assets are estimated as follows:

Buildings and improvements	15 to 55 years
Furniture, fixtures and equipment	3 to 12 years
Tax credit costs	10 years

BRIDGE and Affiliates review their investment in real estate for impairment whenever events or changes in circumstances indicate that the carrying value of such property may not be recoverable. Recoverability is measured by a comparison of the carrying amount of the real estate to the future net undiscounted cash flow expected to be generated by the rental property, including the low-income housing tax credits and any estimated proceeds from the eventual disposition of the real estate. If the real estate is considered to be impaired, the impairment to be recognized is measured at the amount by which the carrying amount of the real estate exceeds the fair value of such property. There were no material impairment losses recorded in 2023 or 2022.

#### Capitalized interest

BRIDGE and Affiliates capitalize interest incurred during construction as a component of development in progress and building and improvements costs. BRIDGE and Affiliates capitalized interest of approximately \$11,805,000 and \$6,040,000 in 2023 and 2022, respectively.

#### Real estate held for sale

Real estate held for sale is presented in the consolidated statement of financial position at the lower of cost or fair market value. No allowance was considered necessary based on management's evaluation of the current market rate for the years ended December 31, 2023 and 2022.

#### Other investments

Other investments in for-profit entities, taxable not-for-profit entities, and other not-for-profit organizations are recorded using the fair value, cost or equity method of accounting, depending on the level of ownership and control. Investments in affiliated entities that are 100% or majority controlled by BRIDGE are eliminated in the consolidated financial statements.

#### Debt issuance costs

Debt issuance costs, net of accumulated amortization, are reported as a direct deduction from the face amount of the mortgage loan payable to which such costs relate. Amortization of debt issuance costs is reported as a component of interest expense and is computed using an imputed interest rate on the related loan.

#### Accounting for leases

BRIDGE recognizes right-of-use assets and lease liabilities on the statements of financial position for all leases with terms longer than 12 months. Right-of-use assets and liabilities are recognized at the lease commencement date based on the present value of the remaining lease payments over the lease term, using the incremental borrowing rate. Leases are classified as either finance or operating, with classification affecting the pattern of expense recognition in the statements of activities. Lease expense is recognized on a straight-line basis over the term of the lease. The options to extend the lease term are not included in the right-of-use assets and liabilities recorded, when applicable. BRIDGE has elected the practical expedient of not separating components from nonlease components.

## **BRIDGE Housing Corporation and Affiliates**

### **Notes to Consolidated Financial Statements December 31, 2023 and 2022**

#### **Income taxes**

BRIDGE is a not-for-profit corporation pursuant to the Internal Revenue Code Section 501(c)(3) and related California code sections and, accordingly, is exempt from federal and state income taxes on related business income. Chestnut Linden, Inc., BID, PHC, BCDI Subsidiary CDE III, LLC and BCDI Subsidiary CDE IV, LLC are the only Affiliates that are not tax-exempt. Deferred income taxes do not arise from the operations of these entities in a material amount. The income or loss from the partnerships is reported by the partners on their income tax returns.

No income tax provision has been included in the consolidated financial statements for the single member LLCs, which are generally considered disregarded entities. The income and loss of the LLCs are included in the tax returns of their respective sole members. Only the annual California limited liability company minimum tax and the annual fee appear as expense in the consolidated financial statements.

Management has analyzed the tax positions taken by the Organization and has concluded that, as of December 31, 2023 and 2022, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the consolidated financial statements. BRIDGE and Affiliates' federal and state income tax returns for the years 2019 through 2022 are subject to examination by regulatory agencies, generally for three years and four years after they were filed for federal and state, respectively. While no income tax returns are currently being examined by the Internal Revenue Service, tax years after 2019 remain open. Management continually evaluates expiring statutes of limitations, audits, proposed settlements, changes in tax law and new authoritative rulings.

#### **Guarantees**

Generally accepted accounting principles require a liability to be recorded for the fair value of the stand-ready obligation associated with a guarantee issued after December 31, 2002. Guarantees issued between entities under common control or on behalf of an entity under common control are excluded. Consequently, no liabilities have been recorded as all guarantees are considered to be issued to entities under common control.

#### **Allocation of partnership income/loss and tax credits**

The affiliated partnerships are generally expected to generate low-income housing tax credits, which will be allocated in the same manner as the income or loss of each affiliated partnership. Because the limited partners' losses are limited to their investments, except when BRIDGE and Affiliates are also the co-general partner and co-limited partner, the limited partners' equity will not be reduced below zero unless future capital contributions will be made in amounts sufficient to absorb the losses. All remaining losses are allocated to the general partners. Any subsequent income allocable to the limited partners is allocated to the general partners first until the general partners' share of that income offsets the losses not previously recognized by the limited partners.

#### **Functional expense allocation**

The costs of providing program services and supporting services have been summarized on a functional basis in the consolidated statements of activities. Accordingly, certain costs have been allocated among program services and supporting services based on estimates of employees' time incurred and on usage of resources.

Program services include all expenses relating to development, management of properties, and resident services. Supporting services consist of management and general expenses.

## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

#### Reclassifications

Prior period financial statement amounts have been reclassified to conform to the current period presentation.

#### Related party transactions

Material related party transactions and balances between controlled entities have been eliminated in the consolidated financial statements. Developer fees are from related entities, some of which are included in the consolidated financial statements. Developer fees paid from property cash flow of consolidated entities are recognized when earned and eliminated in consolidation.

#### Adoption of new accounting pronouncements

On January 1, 2023, BRIDGE adopted Accounting Standards Update ("ASU") 2016-13, *Measurement of Credit Losses on Financial Statements* ("ASC 326"), and its related amendments using the prospective method. The new standard changes the impairment model for most financial assets that are measured at amortized cost and certain other instruments, including trade receivables, from an incurred loss model to an expected loss model. Under the expected loss model, entities will recognize credit losses to be incurred over the entire contractual term of the instrument rather than delaying recognition of credit losses until it is probable the loss has been incurred.

In accordance with ASC 326, BRIDGE evaluates certain criteria, including aging and historical write-offs, current economic condition of specific customers and future economic conditions to determine the appropriate allowance for credit losses. The adoption of ASC 326 did not result in any cumulative adjustments to the financial statements.

#### Note 3 - Accounts receivable

Accounts receivable consist of the following at December 31:

	2023	2022
Reimbursable costs	\$ 4,688,000	\$ 4,939,000
Rent	11,626,000	11,589,000
Developer fees	880,000	1,435,000
Management and consulting fees	109,000	673,000
Employee retention credit	7,284,000	-
Other	1,078,000	-
	25,665,000	18,636,000
Less allowance for uncollectible accounts	(5,252,000)	(5,848,000)
	20,413,000	12,788,000
Less current portion	(19,633,000)	(12,737,000)
Noncurrent portion	\$ 780,000	\$ 51,000

Under the provisions of the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act"), the employee retention credit ("ERC") provides eligible employers with less than 500 employees a refundable tax credit against the employer's share of social security taxes. The ERC is equal to 50% of qualified wages paid to employees during calendar year 2020 for a maximum credit of \$5,000 per employee for each calendar quarter through December 31, 2020 and 70% of qualified

## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

wages paid to employees during calendar year 2021 for a maximum credit of \$7,000 per employee for each calendar quarter through September 30, 2021. During the year ended December 31, 2023, BRIDGE recognized \$8,600,000 of contribution revenue related to the ERC on the statement of activities related to the first, second and third quarter of 2021, of which \$7,284,000 remains outstanding as of December 31, 2023.

#### Note 4 - Contributions receivable

Contributions receivable consist of future amounts to be received. Contributions receivable due in more than one year are reflected at the present value of estimated future cash flows using a discount rate of 3%. Contributions receivable are comprised of the following as of December 31:

	2023	2022
Project-related	\$ 1,261,000	\$ 1,222,000
Resident programs and services	40,000	767,000
Educational assistance programs	25,000	25,000
Other	60,000	-
	1,386,000	2,014,000
Less discount for present value	(28,000)	(28,000)
	1,358,000	1,986,000
Less current portion	(426,000)	(939,000)
Noncurrent portion	\$ 932,000	\$ 1,047,000

At December 31, 2023 and 2022, gross undiscounted contributions receivable in less than one year are \$426,000 and \$939,000, respectively, and gross undiscounted contributions receivable in one to five years is \$960,000 and \$1,075,000. At December 31, 2023 and 2022, BRIDGE has not provided for an allowance for uncollectible contributions as all amounts are considered fully collectible.

#### Note 5 - Notes receivable

Notes receivable, including accrued interest, consist of the following as of December 31:

	2023	2022
Mortgage assistance program	\$ 1,064,000	\$ 1,492,000
Seller carryback	5,528,000	5,528,000
Other	3,533,000	1,454,000
	10,125,000	8,474,000
Less allowance for uncollectible accounts	(5,528,000)	(5,528,000)
	4,597,000	2,946,000
Less current portion	(252,000)	(93,000)
Noncurrent portion	\$ 4,345,000	\$ 2,853,000

## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

#### Mortgage assistance program

BRIDGE and Affiliates established a mortgage assistance program for revolving loan funds to provide financial assistance in the form of subordinated mortgages to qualified homebuyers in low- and moderate-income households in California. The loans bear interest at 4% and mature through 2032.

BRIDGE and Affiliates hold various second mortgage loans associated with a development project in Pinole, California. The loans bear no interest but share in the appreciation of the property. BRIDGE and Affiliates may receive proceeds from the mortgage loans when the property is sold.

BRIDGE and Affiliates evaluate notes receivable based on the following credit quality indicators: collateral and related versus nonrelated borrowers. These credit quality indicators are updated at least annually. Details about the notes receivable follow:

			2023		
	Collateralized	Uncollateralized	Past Due	Allowance	Net
Related party	\$ 5,528,000	\$ -	\$ -	\$ (5,528,000)	\$ -
Nonrelated party	4,597,000	-	-	-	4,597,000
Total	\$ 10,125,000	\$ -	\$ -	\$ (5,528,000)	\$ 4,597,000
			2022		
	Collateralized	Uncollateralized	Past Due	Allowance	Net
Related party	\$ 5,528,000	\$ -	\$ -	\$ (5,528,000)	\$ -
Nonrelated party	2,946,000	-	-	-	2,946,000
Total	\$ 8,474,000	\$ -	\$ -	\$ (5,528,000)	\$ 2,946,000

Estimated principal payments under these notes to be received for each of the next five years and thereafter subsequent to December 31, 2023 are as follows:

2024	\$ 252,000
2025	609,000
2026	751,000
2027	250,000
2028	685,000
Thereafter	2,050,000
Total	\$ 4,597,000

## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

#### Note 6 - Prepaid expenses and deposits

Prepaid expenses and deposits consist of the following as of December 31:

	<u>2023</u>	<u>2022</u>
Deposits	\$ 2,166,000	\$ 2,161,000
Ground leases	112,000	44,000
Insurance	492,000	564,000
Predevelopment costs	143,000	575,000
Property taxes	437,000	444,000
Other	<u>832,000</u>	<u>800,000</u>
	4,182,000	4,588,000
Less current portion	<u>(3,901,000)</u>	<u>(2,544,000)</u>
Noncurrent portion	<u>\$ 281,000</u>	<u>\$ 2,044,000</u>

#### Note 7 - Impounds

Certain properties are required to make deposits to impound accounts to cover property tax and insurance premiums in accordance with the lenders' regulatory agreements. Impound balances as of December 31, 2023 and 2022 were \$3,936,000 and \$3,501,000, respectively.

#### Note 8 - Restricted cash and deposits

Restricted cash and deposits consist of the following as of December 31:

	<u>2023</u>	<u>2022</u>
Operating reserves	\$ 50,305,000	\$ 51,753,000
Replacement reserves	45,436,000	46,834,000
Tenant security deposits	7,646,000	7,627,000
Debt service accounts	6,090,000	6,481,000
Residual receipts and other	<u>9,897,000</u>	<u>8,293,000</u>
Total	<u>\$ 119,374,000</u>	<u>\$ 120,988,000</u>

#### Operating and replacement reserves

BRIDGE and Affiliates are required to maintain operating reserves as well as replacement and repair reserves for property and equipment in accordance with partnership and other lenders' regulatory agreements.

#### Tenant security deposits

BRIDGE and Affiliates are required to hold security deposits in separate bank accounts in the name of the properties.

#### Debt service accounts

Certain properties are required to make deposits to debt service accounts to cover mortgage payments.



## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

#### Residual receipts

BRIDGE and Affiliates are required to deposit excess cash, as generally defined by HUD, into separate bank accounts in accordance with the HUD regulatory agreements.

#### Note 9 - Property and equipment

Property and equipment consist of the following at December 31:

	<u>2023</u>	<u>2022</u>
Land	\$ 264,209,000	\$ 226,194,000
Buildings and improvements	3,182,808,000	3,004,322,000
On-site and off-site improvements	192,070,000	186,338,000
Furniture, fixtures and equipment	48,193,000	48,654,000
Rehabilitation in progress	18,079,000	10,947,000
Development in progress	<u>659,112,000</u>	<u>535,109,000</u>
	4,364,471,000	4,011,564,000
Less accumulated depreciation and amortization	<u>(898,552,000)</u>	<u>(855,697,000)</u>
Total	<u>\$ 3,465,919,000</u>	<u>\$ 3,155,867,000</u>

Depreciation and amortization of property and equipment totaled \$93,371,000 and \$84,337,000 for the years ended December 31, 2023 and 2022, respectively.

**BRIDGE Housing Corporation and Affiliates**

**Notes to Consolidated Financial Statements  
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Development in progress is summarized as follows as of December 31:

Property name	2023	2022
Casa Sueños (Fruitvale)	\$ 119,562,000	\$ 74,284,000
Islais Place	101,795,000	75,446,000
Evermont Family Primestor	41,700,000	12,026,000
Kalmia Rose	39,870,000	13,927,000
Heritage Square South	37,406,000	12,857,000
Westview Village - Phase II	30,935,000	14,858,000
Vista Azul	27,895,000	6,640,000
Evermont Senior Primestor	27,167,000	7,206,000
Altura	25,562,000	9,651,000
Evermont Family	24,830,000	20,779,000
Waterleaf	-	72,861,000
Wellspring	-	39,976,000
Construction expected to be completed in one year following year end	<u>476,722,000</u>	<u>360,511,000</u>
Potrero Block B	51,818,000	17,606,000
Jordan Downs Phase IIIB (4%)	16,666,000	3,146,000
Northgate ETOD	15,585,000	1,512,000
Kettner Crossing	12,689,000	2,714,000
Potrero Hill Affordable	12,044,000	11,849,000
Balboa Reservoir	6,509,000	6,807,000
HollywoodHub	3,362,000	820,000
St. Luke's	2,916,000	741,000
1740 San Pablo	2,891,000	2,336,000
Jordan Downs	2,598,000	2,797,000
El Cerrito - Mayfair	2,517,000	1,317,000
440 Arden Way	2,317,000	392,000
Balboa Reservoir - Building E	2,247,000	1,883,000
Westview Village - Phase III	-	60,219,000
Other	<u>48,231,000</u>	<u>60,459,000</u>
Construction expected to be completed in two or more years following year end	<u>182,390,000</u>	<u>174,598,000</u>
Total	<u>\$ 659,112,000</u>	<u>\$ 535,109,000</u>

## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

#### Note 10 - Deferred costs

Deferred costs are summarized as follows as of December 31:

	<u>2023</u>	<u>2022</u>
Tax credit fees	\$ 6,471,000	\$ 6,049,000
City fees	3,638,000	3,638,000
Other	<u>1,947,000</u>	<u>2,350,000</u>
	12,056,000	12,037,000
Less accumulated amortization	<u>(7,512,000)</u>	<u>(7,364,000)</u>
Total	<u>\$ 4,544,000</u>	<u>\$ 4,673,000</u>

Amortization of deferred cost totaled \$652,000 and \$688,000 for the years ended December 31, 2023 and 2022, respectively.

#### Note 11 - Land under lease, held for development and assets held for sale

BRIDGE leases all of the below land under various long-term leases to affiliates. Terms of the leases range from 55 to 90 years. The land is pledged as security under deeds of trust for the related notes payable or is pledged as security for certain liabilities of the lessees.

Land under lease is summarized as follows as of December 31:

	<u>2023</u>	<u>2022</u>
San Diego, California, donated (2000)	\$ 1,428,000	\$ 1,428,000
Foster City, California (1995)	804,000	804,000
Richmond, California (1992)	<u>327,000</u>	<u>327,000</u>
Total	<u>\$ 2,559,000</u>	<u>\$ 2,559,000</u>

#### Note 12 - Leases

BRIDGE has leases for office space in San Francisco and Los Angeles, California, which expire through March 2025. BRIDGE also has office space leases in San Diego, California, and Portland, Oregon which have lease terms of one year or less. BRIDGE also has ground leases for properties in California which expire through December 2091. Total lease expense for the years ended December 31, 2023 and 2022 was \$4,866,000 and \$5,237,000, respectively. BRIDGE generally does not have access to the rate implicit in the lease, therefore BRIDGE utilized their incremental borrowing rate as the discount rate. The weighted average discount rate used was 3.5%. Lease costs are included in rent and utilities expense classification in functional expenses (Note 20). The required minimum annual cash payments below do not include additional amounts to be paid from operating cash flows of the properties.

## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

Required minimum annual cash payments are as follows:

<b>Ground lease and commercial</b>	
2024	\$ 732,000
2025	733,000
2026	735,000
2027	736,000
2028	737,000
Thereafter	<u>23,927,000</u>
Total required annual cash payments	<u>\$ 27,600,000</u>
<b>Office</b>	
2024	\$ 533,000
2025	<u>45,000</u>
Total required annual cash payments	<u>\$ 578,000</u>

For the year ended December 31, 2023, operating lease costs for ground lease properties was \$2,876,000, which consists of \$2,561,000 in fixed costs and \$315,000 in variable costs. For the year ended December 31, 2022, operating lease costs for ground lease properties was \$3,046,000, which consists of \$2,657,000 in fixed costs and \$389,000 in variable costs. For the years ended December 31, 2023 and 2022, cash paid for amounts included in the measurement of lease liabilities for ground lease properties was \$755,000 and \$2,857,000, respectively. As of December 31, 2023 and 2022, the weighted average remaining lease term for ground lease properties is 45 years and 45 years, respectively.

For the years ended December 31, 2023 and 2022, operating lease costs for office space was \$1,990,000 and \$2,191,000, respectively, which consists entirely of fixed costs. For the years ended December 31, 2023 and 2022, cash paid for amounts included in the measurement of lease liabilities for office space was \$1,990,000 and \$2,191,000, respectively. As of December 31, 2023 and 2022, the weighted average remaining lease term for office space is 1 year and 2 years, respectively.

In December 2023, BRIDGE entered into a new, 11-year operating lease for office space in San Francisco, California, commencing in June 2024.

**BRIDGE Housing Corporation and Affiliates**

**Notes to Consolidated Financial Statements  
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Maturities of lease liabilities are calculated based on the straight-line recognition of rent expense recognized over the term of the lease.

Maturities of lease liabilities are as follows:

<b>Ground lease and commercial</b>	
2024	\$ 2,258,000
2025	2,259,000
2026	2,259,000
2027	2,260,000
2028	2,260,000
Thereafter	<u>90,419,000</u>
	101,715,000
Less imputed interest	<u>(53,741,000)</u>
Total	<u>\$ 47,974,000</u>
<b>Office</b>	
2024	\$ 533,000
2025	<u>45,000</u>
	578,000
Less imputed interest	<u>(6,000)</u>
Total	<u>\$ 572,000</u>

**Note 13 - Other investments**

Other investments consist of the following as of December 31:

	<u>2023</u>	<u>2022</u>
Housing Partnership Insurance Exchange <sup>(1)</sup>	\$ 1,028,000	\$ 2,876,000
Other <sup>(2)</sup>	<u>1,000</u>	<u>1,000</u>
	1,029,000	2,877,000
General and limited partner capital (deficit) interests and membership interests accounted for under the equity method <sup>(3)</sup>	<u>2,645,000</u>	<u>2,779,000</u>
Total	<u>\$ 3,674,000</u>	<u>\$ 5,656,000</u>

<sup>(1)</sup> BRIDGE invested in Housing Partnership Insurance Exchange ("HPIEx") for the purpose of gaining access to property and liability insurance for its various development properties from a captive insurance company. BRIDGE invested funds into HPIEx for the purpose of gaining access to worker's compensation insurance from a captive insurance company. The investment is stated at estimated fair value using quoted purchase prices determined by HPIEx (Level 2 input) and represents approximately 14% of the capital of HPIEx as of December 31, 2023 and 2022.

## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

- (2) In 2013, BRIDGE invested in Housing Partnership Equity Trust, LLC and Subsidiaries ("HPET") for the purpose of gaining access to social equity for its various development properties. HPET is a real estate investment trust ("REIT") that is specifically authorized to own membership interests in the subsidiaries that acquire ownership interests in various development projects. As of 2023 and 2022, none of BRIDGE's development properties utilized the REIT funding. BRIDGE liquidated its interest in 2022.

In 2015 and 2016, BRIDGE invested in Housing Partnership Select ("Select") for the purpose of gaining access to an industry procurement platform. BRIDGE invested funds into Select for the purpose of combining its purchasing power with other not-for-profit affordable housing developers and owners. BRIDGE elected to write down the value of the investment to zero as of December 31, 2018. BRIDGE invested additional funds in 2019, but elected to write down the value to zero as of December 31, 2020. BRIDGE's share of equity represents 2.8% of the capital in Select.

- (3) BRIDGE's share of the equity as of December 31, 2023 and 2022 was \$2,645,000 and \$2,779,000, respectively. Summarized financial information for unconsolidated entities accounted for under the equity method consist of the following as of December 31:

	Unaudited	
	2023	2022
Total assets	\$ 269,108,000	\$ 190,736,000
Total liabilities	169,670,000	133,798,000
Partners' deficit	99,438,000	56,938,000
Income	11,212,000	11,467,000
Expenses	14,999,000	14,775,000
Results of operations	(3,787,000)	(3,308,000)

In addition, the following financial position and activity summarize the entities that are not included in the consolidated financial statements based on BRIDGE's board participation as of December 31:

	Unaudited	
	2023	2022
Total assets	\$ 457,000	\$ 496,000
Total liabilities	3,245,000	2,986,000
Net assets (deficit)	(2,788,000)	(2,490,000)
Support and revenue	193,000	182,000
Expenses	492,000	546,000
Change in net assets	(299,000)	(364,000)

**BRIDGE Housing Corporation and Affiliates**

**Notes to Consolidated Financial Statements  
December 31, 2023 and 2022**

**Note 14 - Notes payable**

Notes payable are generally secured by the respective properties and consist of the following at December 31:

	2023		2022	
	Interest payable	Principal	Interest payable	Principal
<u>Notes Payable with Regular Payments</u>				
Permanent loans, bearing interest from 0% to 9%, generally with principal and interest due monthly, to be repaid in full through 2071. Interest expense was \$32,983,000 and \$27,475,000 for 2023 and 2022, respectively.	\$ 2,488,000	\$ 696,977,000	\$ 2,279,000	\$ 648,830,000
Construction loans, bearing variable interest, generally with interest only payments due monthly, to be repaid in full or partially converted to permanent loans maturing through 2080. Interest expense net of capitalized amount was \$9,078,000 and \$3,079,000 for 2023 and 2022, respectively.	12,626,000	656,194,000	6,387,000	563,947,000
General Obligation Bond Series 2020, bearing interest of 3.25% per annum, payable semi-annually, principal to be paid in full July 15, 2030. Interest expense was \$3,250,000 and \$3,250,000 for 2023 and 2022, respectively.	1,490,000	100,000,000	1,490,000	100,000,000

**BRIDGE Housing Corporation and Affiliates**

**Notes to Consolidated Financial Statements  
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	2023		2022	
	Interest payable	Principal	Interest payable	Principal
<p>Bonds, bearing interest from 2% to 14%, generally with principal and interest paid monthly, to be repaid in full through 2045. Principal payments are generally accumulated in a principal fund held by a trustee. Interest expense was \$2,777,000 and \$1,886,000 for 2023 and 2022, respectively.</p>	2,606,000	55,775,000	2,512,000	56,413,000
<p>Other loans, bearing interest from 0% to 8%, generally with principal and interest due monthly, to be repaid in full through 2073. Interest expense was \$78,000 and \$99,000 for 2023 and 2022, respectively.</p>	1,021,000	8,500,000	887,000	4,600,000
	20,231,000	1,517,446,000	13,555,000	1,373,790,000
 <i><u>Notes Payable with Annual Payments from Available Excess Cash</u></i>				
<p>Local loans, bearing interest from 0% to 6%, generally payable out of excess cash annually in arrears, to be repaid in full through 2077. Interest expense was \$13,613,000 and \$13,030,000 for 2023 and 2022, respectively.</p>	123,417,000	757,348,000	111,093,000	698,064,000



**BRIDGE Housing Corporation and Affiliates**

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	2023		2022	
	Interest payable	Principal	Interest payable	Principal
County loans, bearing interest from 0% to 6.5%, generally with principal and interest due annually out of excess cash in arrears, to be repaid in full through 2075. Interest expense was \$3,175,000 and \$2,602,000 for 2023 and 2022, respectively.	21,610,000	131,399,000	17,351,000	107,525,000
State loans, bearing interest from 0% to 4%, generally with principal and interest due annually out of excess cash in arrears, to be repaid in full through 2072. Interest expense was \$5,294,000 and \$4,830,000 for 2023 and 2022, respectively.	53,924,000	211,680,000	49,310,000	180,751,000
Ground leases, bearing interest from 0% to 7.5%, generally payable out of excess cash annually in arrears, to be repaid in full through 2117. Interest expense was \$467,000 and \$336,000 for 2023 and 2022, respectively.	2,272,000	12,420,000	1,531,000	11,181,000
Developer fees, bearing interest at 0%, generally payable out of excess cash annually in arrears, to be paid in full through 2034.	-	5,912,000	-	3,663,000
	<u>201,223,000</u>	<u>1,118,759,000</u>	<u>179,285,000</u>	<u>1,001,184,000</u>

**BRIDGE Housing Corporation and Affiliates**

**Notes to Consolidated Financial Statements  
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	2023		2022	
	Interest payable	Principal	Interest payable	Principal
<u>Notes Payable with Repayments Due at Maturity</u>				
Federal loans, bearing interest from 0% to 1%, with principal payments generally deferred through 2077, at which time outstanding principal may be forgiven at the lenders' discretion. Interest expense was \$0 and \$75,000 for 2023 and 2022, respectively.	-	32,128,000	747,000	34,682,000
Total, gross	221,454,000	2,668,333,000	193,587,000	2,409,656,000
Debt issuance costs, net	-	21,475,000	-	21,401,000
Total, net	221,454,000	2,646,858,000	193,587,000	2,388,255,000
Less current portion	8,502,000	18,012,000	8,396,000	15,831,000
Noncurrent portion	\$ 212,952,000	\$ 2,628,846,000	\$ 185,191,000	\$ 2,372,424,000

Total interest expense was \$73,988,000 and \$58,738,000 for 2023 and 2022, respectively, and includes \$3,273,000 and \$2,076,000 of permanent loan cost amortization.

Construction loans are refinanced with permanent debt or repaid from investor capital contributions. BRIDGE and Affiliates obtained written commitments from refinance lenders and/or investors and represented the balances as part of the long-term debt accordingly.

Principal payments toward notes payable for the next five years are subject to changes in net cash flow, which is a contingency that cannot be reasonably estimated. Estimated minimum required payments for each of the next five years and thereafter subsequent to December 31, 2023 are as follows:

2024	\$ 18,012,000
2025	15,235,000
2026	15,140,000
2027	15,848,000
2028	16,054,000
Thereafter	2,588,044,000
Total notes payable	2,668,333,000
Less debt issuance costs	(21,475,000)
Total notes payable, net of debt issuance costs	\$ 2,646,858,000

## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

#### Note 15 - Lines of credit

In 2012, BRIDGE entered into an unsecured line of credit with US Bank for \$5,000,000, which was increased to \$10,000,000 in 2018. The line of credit bears interest at the Secured Overnight Financing Rate plus 2.25% with a modified expiration date of February 28, 2025. At December 31, 2023 and 2022, there were no draws on the line of credit.

#### Note 16 - Deferred revenue

Deferred revenue consist of the following at December 31:

	<u>2023</u>	<u>2022</u>
Development proceeds	\$ 1,362,000	\$ 1,579,000
Other	<u>7,700,000</u>	<u>6,619,000</u>
	9,062,000	8,198,000
Less current portion	<u>(6,072,000)</u>	<u>(5,395,000)</u>
Noncurrent portion	<u>\$ 2,990,000</u>	<u>\$ 2,803,000</u>

In connection with the development of certain affordable housing projects, BRIDGE and Affiliates received financing proceeds to pay for related development costs. If all conditions specified in the financing agreements are met, no payments are required. Until then, BRIDGE and Affiliates recorded these proceeds as deferred revenue.

#### Note 17 - Derivative financial instrument

BRIDGE and Affiliates entered into various interest rate cap/swap master agreements to potentially minimize the effect of changes in the variable interest rate of the loans.

The following table for the years ended December 31, 2023 and 2022 sets forth the detailed changes in fair value for BRIDGE and Affiliates' Level 2 derivative financial instruments:

	<u>2023</u>	<u>2022</u>
Beginning balance	\$ (660,000)	\$ (5,891,000)
Derivatives ended with property disposition	311,000	-
Unrealized (loss) gain on derivative financial instrument	<u>95,000</u>	<u>5,231,000</u>
Ending balance	<u>\$ (254,000)</u>	<u>\$ (660,000)</u>

The derivative financial instruments held by BRIDGE and Affiliates are stated at fair value using a quoted price provided by the counterparty banks. Counterparty banks' valuation uses various approaches that involve using quoted prices for economically equivalent instruments, or valuation methodologies, assumptions and inputs, which in the case of projected future cash flows, discount such cash flows to a single net present value amount. The valuation is either based on Level 1 inputs directly, or based on the application of valuation models, which may be proprietary, that take into account Level 1, Level 2 and Level 3 inputs. Level 1 and Level 2 inputs are market-based, utilizing observable market data including swap rates, basis rates and currency exchange rates from sources believed to be reliable but which counterparty banks have not independently verified.

## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

Level 3 inputs may be used if counterparty banks determine that Level 1 and Level 2 inputs are unavailable, or in illiquid or dislocated markets, unreliable. In general, those inputs are used to construct interest rate, currency exchange rate, commodity price or other curves that are placed into proprietary valuation models to compute fair value.

Management reviews the reasonableness of counterparty banks' valuations by calculating the net present value of projected future cash flows using the US Daily Interest Rate Data for interest rate swaps as of the valuation date.

Significant assumptions follow:

Term of swap arrangements	13 to 38 years
Average projected variable rate through 2027	3.43% to 4.8%
Discount rate	1.00%

#### **Note 18 - Net assets with donor restrictions and net assets released from restrictions**

The major programs for which BRIDGE has received restricted contributions are as follows:

**Project-related restricted proceeds** - Various companies, agencies and individuals have awarded grants and donations to specific properties for the development of affordable housing. These grants are not to be secured and do not bear interest. These grants are released as the restricted use is met.

**Educational assistance programs** - Provides scholarships or awards to qualified residents in BRIDGE developments.

**Resident programs and services** - Programs at BRIDGE properties expand residents' educational opportunities and financial security, provide access to health and wellness resources and services, build community and connect residents to social safety net resources.

**Predevelopment funding** - Provides funding for predevelopment working capital for new construction projects.

**BRIDGE Housing Corporation and Affiliates**

**Notes to Consolidated Financial Statements  
December 31, 2023 and 2022**

Net assets with donor restrictions were available for the following purposes:

	December 31, 2022	Contributions	Releases	December 31, 2023
Project-related restricted proceeds	\$ 1,280,000	\$ 1,725,000	\$ (716,000)	\$ 2,289,000
Educational assistance programs	3,146,000	139,000	(229,000)	3,056,000
Resident programs and services	253,000	33,000	(12,000)	274,000
Predevelopment funding	1,927,000	-	(1,687,000)	240,000
Other	92,000	279,000	(287,000)	84,000
<b>Total</b>	<b>\$ 6,698,000</b>	<b>\$ 2,176,000</b>	<b>\$ (2,931,000)</b>	<b>\$ 5,943,000</b>

  

	December 31, 2021	Contributions/ Investment Income	Releases	December 31, 2022
Project-related restricted proceeds	\$ 248,000	\$ 1,177,000	\$ (145,000)	\$ 1,280,000
Educational assistance programs	3,397,000	(71,000)	(180,000)	3,146,000
Resident programs and services	682,000	100,000	(529,000)	253,000
Predevelopment funding	2,054,000	7,056,000	(7,183,000)	1,927,000
Other	1,760,000	174,000	(1,842,000)	92,000
<b>Total</b>	<b>\$ 8,141,000</b>	<b>\$ 8,436,000</b>	<b>\$ (9,879,000)</b>	<b>\$ 6,698,000</b>

**Note 19 - Endowment**

BRIDGE's endowment consists of donor-restricted funds which are included in net assets with donor restrictions. As required by generally accepted accounting principles, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

In accordance with the Uniform Prudent Management of Institutional Funds Act ("UPMIFA"), BRIDGE has classified as net assets with donor restrictions the fair value of donations restricted by donors which were to be held as endowments in perpetuity. As a result, net assets with donor restrictions include the fair value of the original and subsequent gifts made to the endowment fund and any accumulations required by donor stipulation. An annual amount that the Board determines is prudent is to be used to support specified programs, as defined in the agreement.

## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

The primary long-term financial objective for BRIDGE's endowment is to preserve the real (inflation-adjusted) purchasing power of endowment assets. The endowment is also managed to optimize the long run total rate of return on invested assets assuming a prudent level of risk. The goal for this rate of return is one that funds BRIDGE's existing spending policy and allows sufficient reinvestment to grow the endowment principal at a rate that exceeds inflation. Over the short-term, the return for each element of the endowment portfolio should match or exceed each of the returns for the broader capital markets in which assets are invested.

From time to time, certain donor-restricted endowment funds may have fair values less than the principal donation (underwater endowments). We have interpreted UPMIFA to permit spending from underwater endowments in accordance with prudent measures required under the law. At December 31, 2023 and 2022, funds with original gifts valued of \$250,000 were included in the net assets with donor restrictions. At December 31, 2023 and 2022, underwater endowments were \$25,000 and \$45,000, respectively.

Endowment net assets composition by type of funds as of December 31, 2023 and 2022, consists of the following:

		December 31, 2023			
		Without donor restrictions	With donor restrictions		Total
			Time or purpose	Perpetual	
Donor-restricted endowment funds		\$ (45,000)	\$ 20,000	\$ 250,000	\$ 225,000
Endowment assets, end		\$ (45,000)	\$ 20,000	\$ 250,000	\$ 225,000
		December 31, 2022			
		Without donor restrictions	With donor restrictions		Total
			Time or purpose	Perpetual	
Donor-restricted endowment funds		\$ (45,000)	\$ -	\$ 250,000	\$ 205,000
Endowment assets, end		\$ (45,000)	\$ -	\$ 250,000	\$ 205,000

**BRIDGE Housing Corporation and Affiliates**

**Notes to Consolidated Financial Statements  
December 31, 2023 and 2022**

Changes in endowment net assets for the years ended December 31, 2023 and 2022, are as follows:

	2023			
	Without	With donor restrictions		Total
	donor restrictions	Time or purpose	Perpetual	
Endowment assets, beginning	\$ (45,000)	\$ -	\$ 250,000	\$ 205,000
Investment gains	33,000	-	-	33,000
Amount appropriated for expenditure	(13,000)	-	-	(13,000)
Endowment assets, end	<u>\$ (25,000)</u>	<u>\$ -</u>	<u>\$ 250,000</u>	<u>\$ 225,000</u>
	2022			
	Without	With donor restrictions		Total
	donor restrictions	Time or purpose	Perpetual	
Endowment assets, beginning	\$ -	\$ 18,000	\$ 250,000	\$ 268,000
Investment losses	(38,000)	-	-	(38,000)
Amount appropriated for expenditure	(7,000)	(18,000)	-	(25,000)
Endowment assets, end	<u>\$ (45,000)</u>	<u>\$ -</u>	<u>\$ 250,000</u>	<u>\$ 205,000</u>

**BRIDGE Housing Corporation and Affiliates**

**Notes to Consolidated Financial Statements  
December 31, 2023 and 2022**

**Note 20 - Functional expenses**

BRIDGE's functional expenses, displayed by natural expense classifications, for the years ended December 31, 2023 and 2022, are as follows:

2023				
	Program	Support	Fundraising	Total
Salary and related expenses	\$ 38,315,000	\$ 4,008,000	\$ 256,000	\$ 42,579,000
Other administrative expenses	39,030,000	4,743,000	105,000	43,878,000
Rent and utilities expenses	25,564,000	1,619,000	-	27,183,000
Operating and maintenance expenses	56,248,000	26,000	-	56,274,000
Taxes and insurance	13,895,000	178,000	-	14,073,000
Financing expenses (interest)	73,778,000	210,000	-	73,988,000
Depreciation and amortization	93,781,000	242,000	-	94,023,000
Other partnership expense	6,707,000	440,000	-	7,147,000
<b>Total</b>	<b>\$ 347,318,000</b>	<b>\$ 11,466,000</b>	<b>\$ 361,000</b>	<b>\$ 359,145,000</b>
2022				
	Program	Support	Fundraising	Total
Salary and related expenses	\$ 34,297,000	\$ 3,324,000	\$ 507,000	\$ 38,128,000
Other administrative expenses	32,887,000	4,078,000	131,000	37,096,000
Rent and utilities expenses	22,809,000	1,525,000	-	24,334,000
Operating and maintenance expenses	48,927,000	41,000	-	48,968,000
Taxes and insurance	10,900,000	433,000	32,000	11,365,000
Financing expenses (interest)	58,391,000	347,000	-	58,738,000
Depreciation and amortization	84,822,000	203,000	-	85,025,000
Other partnership expense	16,148,000	198,000	-	16,346,000
<b>Total</b>	<b>\$ 309,181,000</b>	<b>\$ 10,149,000</b>	<b>\$ 670,000</b>	<b>\$ 320,000,000</b>

**Note 21 - Employee benefit plans**

BRIDGE has employee 403(b) plans, established effective July 1, 1998, covering eligible employees. BRIDGE contributions to the plans consist of a percentage based on eligible employees' compensation plus a discretionary amount to match voluntary employee contributions. Contributions and plan costs totaled approximately \$1,917,000 and \$1,600,000 for 2023 and 2022, respectively.

BRIDGE has an employee 457(b) plan, established effective July 1, 2004, covering eligible employees. BRIDGE's contributions are discretionary. Contributions and plan costs totaled approximately \$171,000 and \$153,000 for 2023 and 2022, respectively.



## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

#### Note 22 - Liquidity

As part of BRIDGE's liquidity management, it has a policy to structure its financial assets to be available as general expenditures, liabilities, and other obligations come due. In addition to anticipated obligations, BRIDGE projects capital needed for Development activity and the return of that capital to BRIDGE. Funds are held in short-term deposits or investments with laddered maturities that are three months or less. In addition to these liquid funds, BRIDGE has arranged for a committed line of credit in the amount of \$10,000,000 which it could draw upon (Note 15).

BRIDGE's financial assets available within one year to meet cash needs for general expenditures as of December 31, 2023 and 2022 are as follows:

	<u>2023</u>	<u>2022</u>
Cash and cash equivalents	\$ 124,615,000	\$ 132,607,000
Accounts receivable	19,633,000	12,737,000
Notes receivable	252,000	93,000
Contributions receivable	426,000	939,000
Short-term investments	<u>27,436,000</u>	<u>24,233,000</u>
Financial assets available within one year to meet cash needs for general expenditures	<u>\$ 172,362,000</u>	<u>\$ 170,609,000</u>

#### Note 23 - Commitments and contingencies

##### Litigation

BRIDGE and Affiliates are named in various claims and legal actions in the normal course of their activities. Based upon counsel and management's opinion, the outcomes of such matters are not expected to have a material adverse effect on BRIDGE and Affiliates' financial position or changes in net assets.

##### Letters of credit

As of December 31, 2023 and 2022, BRIDGE has a standby letter of credit with US Bank totaling \$550,000 for the Coronado Tower project and \$173,000 for Heritage Square Phase II. As of December 31, 2023, BRIDGE has a standby letter of credit with US Bank totaling \$4,700,000 for Northgate.

##### Surety bonds

In connection with certain project developments, BRIDGE enters into surety bond agreements, which bind BRIDGE to repay the surety company if the contractor is unable to successfully perform on the contract. As of December 31, 2023 and 2022, BRIDGE has outstanding a maximum of \$26,146,000 and \$27,005,000, respectively, in surety bonds.

##### Property management

Property management on certain properties is contracted with nonaffiliated entities for annual amounts subject to yearly increases.

##### Grants and loans receivable

In connection with various federal, state and city grants and loan programs, BRIDGE and Affiliates are obligated to operate in accordance with those grant and loan requirements and are subject to audit by those agencies. In cases of noncompliance, the agencies involved may require that

## BRIDGE Housing Corporation and Affiliates

### Notes to Consolidated Financial Statements December 31, 2023 and 2022

BRIDGE and Affiliates refund payment of program funds. The amount, if any, of expenditures that may be disallowed by the agencies cannot be determined at this time, although BRIDGE and Affiliates expect such amounts, if any, to be immaterial.

#### Other

As general partners in various partnerships, BRIDGE and Affiliates may be subject to other liabilities, should the affected partnerships' assets become insufficient to meet their obligations. In the opinion of management, future revenue and the value of the underlying assets of each of these partnerships will be sufficient to meet ongoing and future partnership obligations.

#### Note 24 - Guarantees

BRIDGE issues a variety of guarantees in the course of developing properties. The guarantees are generally issued in favor of limited partner investors or lenders. Guarantees, as of December 31, 2023 and 2022 (except for tax benefits, which are one year in arrears), consist of the following:

	<u>2023</u>	<u>2022</u>
Operating deficits	\$ 35,182,000	\$ 29,699,000
Construction loan repayment and completion	1,163,376,000	790,971,000
Tax benefits	<u>561,492,000</u>	<u>615,716,000</u>
Total	<u>\$ 1,760,050,000</u>	<u>\$ 1,436,386,000</u>

#### Operating deficit guarantees

Operating deficit guarantees are commitments to fund future operating deficits of partnerships. The guarantees are issued in favor of limited tax credit partnerships, and generally are for the 15-year period when the investor is expected to hold its limited partner interest, or for shorter periods (for example, until certain debt ratios are achieved). A payment under a guarantee would result in the transfer of cash resources from the guarantor to a consolidated affiliate, resulting in an obligation to repay the advance, usually from future operating cash flow. To date, BRIDGE has not experienced any calls on these guarantees.

#### Construction loan repayment and completion guarantees

BRIDGE provides repayment guarantees for construction loans used for the development of properties. BRIDGE has also provided construction completion guarantees in favor of certain lenders for the development of properties and lease-up of a project, should the project not receive expected permanent financing, or should the cost of the development exceed permanent financing received. A payment under such a guarantee would result in the transfer of cash resources from the guarantor to a consolidated affiliate that is obligated to complete a development, resulting in an obligation to repay the advance, usually from future operating cash flow. There are no significant completion delays in BRIDGE current developments. To date, BRIDGE has not experienced noncompletion of a project, nor has it been called on for any loan repayment guarantee.

#### Tax benefits guarantees

As the sponsor or the developer of certain properties financed in part by federal and/or state tax credit allocations, BRIDGE has made certain guarantees to investors as to the tax credits and other benefits to be derived from the properties. These guarantees generally cover the tax compliance periods of fifteen years after initial lease-up. A payment under such a guarantee could result in a cash distribution from an affiliate's operating cash flow to the investor limited partner. In the opinion of management, compliance with tax regulations and careful monitoring of the properties should

## **BRIDGE Housing Corporation and Affiliates**

### **Notes to Consolidated Financial Statements December 31, 2023 and 2022**

preclude these contingent liabilities from materializing. To date, BRIDGE has not experienced any calls on these guarantees.

#### **Other guarantees**

BRIDGE and affiliated not-for-profit organizations are the general partners, co-general partners, members, or co-managing members of various limited partnerships or limited liability companies as disclosed in Note 1. BRIDGE and Affiliates executed various performance guarantees in connection with those limited partnerships or limited liability companies. BRIDGE is obligated to fund various affiliated not-for-profit organizations with equity contributions in the event such guarantees are being called upon. BRIDGE provides loan guarantees for loans used during the predevelopment phase of certain projects. BRIDGE also provided a repayment guarantee on an acquisition loan (LP buyout). To date, BRIDGE has not experienced any calls on these guarantees and considers the occurrence of such events remote.

No stand ready liability has been recorded in connection with the operating deficit, construction loan repayment and completion, tax benefit, or equity contribution guarantees as these are guarantees to entities under common control.

#### **Note 25 - Subsequent events**

Management evaluated the activity of BRIDGE through April 26, 2024, the date the consolidated financial statements were available to be issued, and concluded that no other subsequent events have occurred that would require recognition in the consolidated financial statements or disclosure in the notes to consolidated financial statements.

## **Supplementary Information**

**BRIDGE Housing Corporation and Affiliates**  
**Consolidating Schedules of Financial Position**  
**December 31, 2023**

<u>Assets</u>	<u>BRIDGE Housing Corporation</u>	<u>BRIDGE Community Impact</u>	<u>BRIDGE Property Management Company</u>	<u>BRIDGE Impact Capital</u>	<u>BRIDGE Support Corp.</u>	<u>Housing properties (1)</u>	<u>Other entities (2)</u>	<u>Subtotal</u>	<u>Eliminations</u>	<u>Total</u>
<b>Current assets</b>										
Cash and cash equivalents	\$ 70,185,000	\$ 1,781,000	\$ 5,000	\$ 22,000	\$ 8,000	\$ 50,314,000	\$ 2,300,000	\$ 124,615,000	\$ -	\$ 124,615,000
Accounts receivable - net	47,855,000	516,000	1,295,000	-	246,000	11,674,000	5,316,000	66,902,000	(47,269,000)	19,633,000
Contributions receivable	-	386,000	-	-	-	40,000	-	426,000	-	426,000
Notes receivable	14,684,000	-	-	162,000	-	-	300,000	15,146,000	(14,894,000)	252,000
Prepaid expenses and deposits	153,000	-	-	-	-	3,594,000	234,000	3,981,000	(80,000)	3,901,000
Investments	-	2,139,000	-	-	25,297,000	-	-	27,436,000	-	27,436,000
Impounds	-	-	-	-	-	3,936,000	-	3,936,000	-	3,936,000
<b>Total current assets</b>	<b>132,877,000</b>	<b>4,822,000</b>	<b>1,300,000</b>	<b>184,000</b>	<b>25,551,000</b>	<b>69,558,000</b>	<b>8,150,000</b>	<b>242,442,000</b>	<b>(62,243,000)</b>	<b>180,199,000</b>
<b>Noncurrent assets</b>										
Restricted cash and deposits	-	-	-	-	-	119,032,000	342,000	119,374,000	-	119,374,000
Accounts receivable - net of current portion	15,160,000	-	-	-	-	-	2,250,000	17,410,000	(16,630,000)	780,000
Contributions receivable - net of current portion	-	932,000	-	-	-	-	-	932,000	-	932,000
Notes receivable - net of current portion	62,945,000	1,390,000	-	902,000	-	4,992,000	70,682,000	140,911,000	(136,566,000)	4,345,000
Prepaid expenses and deposits - net of current portion	281,000	-	-	-	-	-	-	281,000	-	281,000
Property and equipment - net	2,048,000	18,000	-	-	-	3,510,727,000	12,961,000	3,525,754,000	(59,835,000)	3,465,919,000
Deferred costs - net	-	-	-	-	-	4,764,000	17,000	4,781,000	(237,000)	4,544,000
Right-of-use assets - leases	607,000	-	-	-	-	62,693,000	2,291,000	65,591,000	(5,916,000)	59,675,000
Land under lease and held for development	804,000	-	-	-	-	-	1,755,000	2,559,000	-	2,559,000
Other investments	29,445,000	-	-	-	-	-	23,604,000	53,049,000	(49,375,000)	3,674,000
<b>Total noncurrent assets</b>	<b>111,290,000</b>	<b>2,340,000</b>	<b>-</b>	<b>902,000</b>	<b>-</b>	<b>3,702,208,000</b>	<b>113,902,000</b>	<b>3,930,642,000</b>	<b>(268,559,000)</b>	<b>3,662,083,000</b>
<b>Total assets</b>	<b>\$ 244,167,000</b>	<b>\$ 7,162,000</b>	<b>\$ 1,300,000</b>	<b>\$ 1,086,000</b>	<b>\$ 25,551,000</b>	<b>\$ 3,771,766,000</b>	<b>\$ 122,052,000</b>	<b>\$ 4,173,084,000</b>	<b>\$ (330,802,000)</b>	<b>\$ 3,842,282,000</b>

(1) Includes properties owned by separate entities in the form of limited partnerships, limited liability companies, or not-for-profit corporations.

(2) Includes properties that control certain housing property entities.

**BRIDGE Housing Corporation and Affiliates**  
**Consolidating Schedules of Financial Position**  
**December 31, 2023**

	BRIDGE Housing Corporation	BRIDGE Community Impact	BRIDGE Property Management Company	BRIDGE Impact Capital	BRIDGE Support Corp.	Housing properties (1)	Other entities (2)	Subtotal	Eliminations	Total
<b>Liabilities and Net Assets</b>										
<b>Current liabilities</b>										
Accounts payable and accrued expenses	\$ 2,928,000	\$ 654,000	\$ 1,291,000	\$ -	\$ 2,000	\$ 68,915,000	\$ 7,682,000	\$ 81,472,000	\$ (44,503,000)	\$ 36,969,000
Accounts payable - construction	15,000	-	-	-	-	65,685,000	-	65,700,000	-	65,700,000
Notes payable	400,000	-	-	-	-	29,057,000	-	29,457,000	(11,445,000)	18,012,000
Interest payable	1,492,000	-	-	-	-	7,229,000	5,000	8,726,000	(224,000)	8,502,000
Right-of-use liabilities - leases	651,000	-	-	-	-	564,000	124,000	1,339,000	(118,000)	1,221,000
Deferred revenues	400,000	-	-	-	-	5,626,000	328,000	6,354,000	(282,000)	6,072,000
Security and other deposits	-	-	-	-	-	-	55,000	55,000	-	55,000
<b>Total current liabilities</b>	<b>5,886,000</b>	<b>654,000</b>	<b>1,291,000</b>	<b>-</b>	<b>2,000</b>	<b>177,076,000</b>	<b>8,194,000</b>	<b>193,103,000</b>	<b>(56,572,000)</b>	<b>136,531,000</b>
<b>Noncurrent liabilities</b>										
Accounts payable and accrued expenses - net of current portion	1,201,000	-	-	-	-	25,679,000	2,250,000	29,130,000	(26,059,000)	3,071,000
Notes payable - net	101,365,000	2,000,000	-	-	286,000	2,664,690,000	26,192,000	2,794,533,000	(165,687,000)	2,628,846,000
Interest payable - net of current portion	-	-	-	-	-	223,008,000	3,259,000	226,267,000	(13,315,000)	212,952,000
Right-of-use liabilities - leases - net of current portion	-	-	-	-	-	48,699,000	4,434,000	53,133,000	(5,808,000)	47,325,000
Deferred revenues - net of current portion	-	-	-	-	-	2,990,000	-	2,990,000	-	2,990,000
Derivative financial instrument	-	-	-	-	-	254,000	-	254,000	-	254,000
Security and other deposits - net of current portion	-	-	-	-	-	10,766,000	-	10,766,000	-	10,766,000
<b>Total noncurrent liabilities</b>	<b>102,566,000</b>	<b>2,000,000</b>	<b>-</b>	<b>-</b>	<b>286,000</b>	<b>2,976,086,000</b>	<b>36,135,000</b>	<b>3,117,073,000</b>	<b>(210,869,000)</b>	<b>2,906,204,000</b>
<b>Total liabilities</b>	<b>108,452,000</b>	<b>2,654,000</b>	<b>1,291,000</b>	<b>-</b>	<b>288,000</b>	<b>3,153,162,000</b>	<b>44,329,000</b>	<b>3,310,176,000</b>	<b>(267,441,000)</b>	<b>3,042,735,000</b>
<b>Net assets</b>										
<b>Without donor restrictions</b>										
Controlling interests	134,475,000	113,000	9,000	1,086,000	25,038,000	29,898,000	73,628,000	264,247,000	(63,366,000)	200,881,000
Noncontrolling interests	-	-	-	-	-	588,623,000	4,095,000	592,718,000	5,000	592,723,000
<b>Total without donor restrictions</b>	<b>134,475,000</b>	<b>113,000</b>	<b>9,000</b>	<b>1,086,000</b>	<b>25,038,000</b>	<b>618,521,000</b>	<b>77,723,000</b>	<b>856,965,000</b>	<b>(63,361,000)</b>	<b>793,604,000</b>
<b>With donor restrictions</b>										
<b>Total with donor restrictions</b>	<b>1,240,000</b>	<b>4,395,000</b>	<b>-</b>	<b>-</b>	<b>225,000</b>	<b>83,000</b>	<b>-</b>	<b>5,943,000</b>	<b>-</b>	<b>5,943,000</b>
<b>Total net assets</b>	<b>135,715,000</b>	<b>4,508,000</b>	<b>9,000</b>	<b>1,086,000</b>	<b>25,263,000</b>	<b>618,604,000</b>	<b>77,723,000</b>	<b>862,908,000</b>	<b>(63,361,000)</b>	<b>799,547,000</b>
<b>Total liabilities and net assets</b>	<b>\$ 244,167,000</b>	<b>\$ 7,162,000</b>	<b>\$ 1,300,000</b>	<b>\$ 1,086,000</b>	<b>\$ 25,551,000</b>	<b>\$ 3,771,766,000</b>	<b>\$ 122,052,000</b>	<b>\$ 4,173,084,000</b>	<b>\$ (330,802,000)</b>	<b>\$ 3,842,282,000</b>

(1) Includes properties owned by separate entities in the form of limited partnerships, limited liability companies, or not-for-profit corporations.  
(2) Includes properties that control certain housing property entities.

See Independent Auditor's Report.

**BRIDGE Housing Corporation and Affiliates**  
**Consolidating Schedules of Financial Position**  
**December 31, 2022**

	BRIDGE Housing Corporation	BRIDGE Community Impact	BRIDGE Property Management Company	BRIDGE Impact Capital	BRIDGE Support Corp.	Housing properties (1)	Other entities (2)	Subtotal	Eliminations	Total
<b>Assets</b>										
<b>Current assets</b>										
Cash and cash equivalents	\$ 71,042,000	\$ 2,291,000	\$ 30,000	\$ 1,076,000	\$ 294,000	\$ 57,049,000	\$ 825,000	\$ 132,607,000	\$ -	\$ 132,607,000
Accounts receivable - net	33,415,000	318,000	1,108,000	-	95,000	14,758,000	4,473,000	54,167,000	(41,430,000)	12,737,000
Contributions receivable	-	326,000	-	-	-	613,000	-	939,000	-	939,000
Notes receivable	11,735,000	-	-	92,000	-	-	250,000	12,077,000	(11,984,000)	93,000
Prepaid expenses and deposits	65,000	-	2,000	15,000	-	2,303,000	241,000	2,626,000	(82,000)	2,544,000
Investments	-	1,928,000	-	-	22,305,000	-	-	24,233,000	-	24,233,000
Impounds	-	-	-	-	-	3,501,000	-	3,501,000	-	3,501,000
<b>Total current assets</b>	<b>116,257,000</b>	<b>4,863,000</b>	<b>1,140,000</b>	<b>1,183,000</b>	<b>22,694,000</b>	<b>78,224,000</b>	<b>5,789,000</b>	<b>230,150,000</b>	<b>(53,496,000)</b>	<b>176,654,000</b>
<b>Noncurrent assets</b>										
Restricted cash and deposits	-	-	-	-	-	120,657,000	331,000	120,988,000	-	120,988,000
Accounts receivable - net of current portion	26,903,000	-	225,000	-	-	-	3,436,000	30,564,000	(30,513,000)	51,000
Contributions receivable - net of current portion	-	1,047,000	-	-	-	-	-	1,047,000	-	1,047,000
Notes receivable - net of current portion	54,734,000	1,390,000	-	1,399,000	-	8,529,000	73,716,000	139,768,000	(136,915,000)	2,853,000
Prepaid expenses and deposits - net of current portion	606,000	-	-	-	-	3,753,000	-	4,359,000	(2,315,000)	2,044,000
Property and equipment - net	8,453,000	56,000	-	-	-	3,180,411,000	13,302,000	3,202,222,000	(46,355,000)	3,155,867,000
Deferred costs - net	-	-	-	-	-	4,893,000	17,000	4,910,000	(237,000)	4,673,000
Right-of-use assets - leases	2,281,000	-	-	-	-	61,013,000	2,436,000	65,730,000	(3,749,000)	61,981,000
Land under lease and held for development	804,000	-	-	-	-	-	1,755,000	2,559,000	-	2,559,000
Other investments	20,911,000	-	-	-	-	-	33,437,000	54,348,000	(48,692,000)	5,656,000
<b>Total noncurrent assets</b>	<b>114,692,000</b>	<b>2,493,000</b>	<b>225,000</b>	<b>1,399,000</b>	<b>-</b>	<b>3,379,256,000</b>	<b>128,430,000</b>	<b>3,626,495,000</b>	<b>(268,776,000)</b>	<b>3,357,719,000</b>
<b>Total assets</b>	<b>\$ 230,949,000</b>	<b>\$ 7,356,000</b>	<b>\$ 1,365,000</b>	<b>\$ 2,582,000</b>	<b>\$ 22,694,000</b>	<b>\$ 3,457,480,000</b>	<b>\$ 134,219,000</b>	<b>\$ 3,856,645,000</b>	<b>\$ (322,272,000)</b>	<b>\$ 3,534,373,000</b>

(1) Includes properties owned by separate entities in the form of limited partnerships, limited liability companies, or not-for-profit corporations.

(2) Includes properties that control certain housing property entities.

**BRIDGE Housing Corporation and Affiliates**  
**Consolidating Schedules of Financial Position**  
**December 31, 2022**

	BRIDGE Housing Corporation	BRIDGE Community Impact	BRIDGE Property Management Company	BRIDGE Impact Capital	BRIDGE Support Corp.	Housing properties (1)	Other entities (2)	Subtotal	Eliminations	Total
<b>Liabilities and Net Assets</b>										
<b>Current liabilities</b>										
Accounts payable and accrued expenses	\$ 5,120,000	\$ 1,058,000	\$ 1,356,000	\$ 6,000	\$ -	\$ 65,813,000	\$ 13,618,000	\$ 86,971,000	\$ (49,191,000)	\$ 37,780,000
Accounts payable - construction	997,000	-	-	-	-	87,430,000	-	88,427,000	-	88,427,000
Notes payable	447,000	-	-	-	-	26,822,000	-	27,269,000	(11,438,000)	15,831,000
Interest payable	1,496,000	-	-	-	-	7,098,000	5,000	8,599,000	(203,000)	8,396,000
Right-of-use liabilities - leases	1,883,000	-	-	-	-	595,000	124,000	2,602,000	(119,000)	2,483,000
Deferred revenues	1,502,000	-	-	-	-	3,849,000	2,652,000	8,003,000	(2,608,000)	5,395,000
Security and other deposits	-	-	-	-	-	-	54,000	54,000	-	54,000
<b>Total current liabilities</b>	<b>11,445,000</b>	<b>1,058,000</b>	<b>1,356,000</b>	<b>6,000</b>	<b>-</b>	<b>191,607,000</b>	<b>16,453,000</b>	<b>221,925,000</b>	<b>(63,559,000)</b>	<b>158,366,000</b>
<b>Noncurrent liabilities</b>										
Accounts payable and accrued expenses - net of current portion	1,869,000	-	-	322,000	-	30,419,000	1,737,000	34,347,000	(32,478,000)	1,869,000
Notes payable - net	103,161,000	2,000,000	-	195,000	286,000	2,398,240,000	25,768,000	2,529,650,000	(157,226,000)	2,372,424,000
Interest payable - net of current portion	-	-	-	72,000	-	193,874,000	4,256,000	198,202,000	(13,011,000)	185,191,000
Right-of-use liabilities - leases - net of current portion	592,000	-	-	-	-	48,277,000	2,321,000	51,190,000	(3,639,000)	47,551,000
Deferred revenues - net of current portion	-	-	-	-	-	2,803,000	-	2,803,000	-	2,803,000
Derivative financial instrument	-	-	-	-	-	660,000	-	660,000	-	660,000
Security and other deposits - net of current portion	-	-	-	-	-	10,667,000	-	10,667,000	-	10,667,000
<b>Total noncurrent liabilities</b>	<b>105,622,000</b>	<b>2,000,000</b>	<b>-</b>	<b>589,000</b>	<b>286,000</b>	<b>2,684,940,000</b>	<b>34,082,000</b>	<b>2,827,519,000</b>	<b>(206,354,000)</b>	<b>2,621,165,000</b>
<b>Total liabilities</b>	<b>117,067,000</b>	<b>3,058,000</b>	<b>1,356,000</b>	<b>595,000</b>	<b>286,000</b>	<b>2,876,547,000</b>	<b>50,535,000</b>	<b>3,049,444,000</b>	<b>(269,913,000)</b>	<b>2,779,531,000</b>
<b>Net assets</b>										
<b>Without donor restrictions</b>										
Controlling interests	111,955,000	(177,000)	9,000	1,987,000	22,204,000	15,387,000	78,125,000	229,490,000	(52,364,000)	177,126,000
noncontrolling interests	-	-	-	-	-	565,454,000	5,559,000	571,013,000	5,000	571,018,000
<b>Total without donor restrictions</b>	<b>111,955,000</b>	<b>(177,000)</b>	<b>9,000</b>	<b>1,987,000</b>	<b>22,204,000</b>	<b>580,841,000</b>	<b>83,684,000</b>	<b>800,503,000</b>	<b>(52,359,000)</b>	<b>748,144,000</b>
<b>With donor restrictions</b>										
<b>Total with donor restrictions</b>	<b>1,927,000</b>	<b>4,475,000</b>	<b>-</b>	<b>-</b>	<b>204,000</b>	<b>92,000</b>	<b>-</b>	<b>6,698,000</b>	<b>-</b>	<b>6,698,000</b>
<b>Total net assets</b>	<b>113,882,000</b>	<b>4,298,000</b>	<b>9,000</b>	<b>1,987,000</b>	<b>22,408,000</b>	<b>580,933,000</b>	<b>83,684,000</b>	<b>807,201,000</b>	<b>(52,359,000)</b>	<b>754,842,000</b>
<b>Total liabilities and net assets</b>	<b>\$ 230,949,000</b>	<b>\$ 7,356,000</b>	<b>\$ 1,365,000</b>	<b>\$ 2,582,000</b>	<b>\$ 22,694,000</b>	<b>\$ 3,457,480,000</b>	<b>\$ 134,219,000</b>	<b>\$ 3,856,645,000</b>	<b>\$ (322,272,000)</b>	<b>\$ 3,534,373,000</b>

(1) Includes properties owned by separate entities in the form of limited partnerships, limited liability companies, or not-for-profit corporations.

(2) Includes properties that control certain housing property entities.

See Independent Auditor's Report.



## BRIDGE Housing Corporation and Affiliates

### Consolidating Schedules of Activities Year Ended December 31, 2023

	BRIDGE Housing Corporation	BRIDGE Community Impact	BRIDGE Property Management Company	BRIDGE Impact Capital	BRIDGE Support Corp.	Housing properties (1)	Other entities (2)	Subtotal	Eliminations	Total
<b>Support and revenue</b>										
Developer fees	\$ 21,708,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 21,708,000	\$ (8,425,000)	\$ 13,283,000
Rental income - net of vacancies and concessions	80,000	-	-	-	-	211,633,000	618,000	212,331,000	(299,000)	212,032,000
Management revenue	22,392,000	12,000	9,893,000	9,000	-	342,000	(3,137,000)	29,511,000	(29,160,000)	351,000
Contributions	23,248,000	2,632,000	5,986,000	22,000	-	14,100,000	-	45,988,000	-	45,988,000
Interest income	4,966,000	85,000	-	10,000	394,000	3,613,000	1,205,000	10,273,000	(4,781,000)	5,492,000
Other property related	-	-	-	-	-	2,982,000	-	2,982,000	-	2,982,000
Other	2,653,000	315,000	-	-	2,475,000	-	14,141,000	19,584,000	(2,653,000)	16,931,000
<b>Total support and revenue</b>	<b>75,047,000</b>	<b>3,044,000</b>	<b>15,879,000</b>	<b>41,000</b>	<b>2,869,000</b>	<b>232,670,000</b>	<b>12,827,000</b>	<b>342,377,000</b>	<b>(45,318,000)</b>	<b>297,059,000</b>
<b>Expenses</b>										
Program services	44,530,000	2,824,000	14,073,000	930,000	12,000	332,128,000	14,910,000	409,407,000	(62,089,000)	347,318,000
Supporting services	8,323,000	10,000	1,806,000	12,000	2,000	1,154,000	159,000	11,466,000	-	11,466,000
Fundraising	361,000	-	-	-	-	-	-	361,000	-	361,000
<b>Total expenses</b>	<b>53,214,000</b>	<b>2,834,000</b>	<b>15,879,000</b>	<b>942,000</b>	<b>14,000</b>	<b>333,282,000</b>	<b>15,069,000</b>	<b>421,234,000</b>	<b>(62,089,000)</b>	<b>359,145,000</b>
<b>Changes in net assets</b>	<b>21,833,000</b>	<b>210,000</b>	<b>-</b>	<b>(901,000)</b>	<b>2,855,000</b>	<b>(100,612,000)</b>	<b>(2,242,000)</b>	<b>(78,857,000)</b>	<b>16,771,000</b>	<b>(62,086,000)</b>
<b>Net assets, beginning</b>	<b>113,882,000</b>	<b>4,298,000</b>	<b>9,000</b>	<b>1,987,000</b>	<b>22,408,000</b>	<b>580,933,000</b>	<b>83,684,000</b>	<b>807,201,000</b>	<b>(52,359,000)</b>	<b>754,842,000</b>
<b>Net capital contributions</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>138,283,000</b>	<b>(3,719,000)</b>	<b>134,564,000</b>	<b>(27,773,000)</b>	<b>106,791,000</b>
<b>Net assets, end</b>	<b>\$ 135,715,000</b>	<b>\$ 4,508,000</b>	<b>\$ 9,000</b>	<b>\$ 1,086,000</b>	<b>\$ 25,263,000</b>	<b>\$ 618,604,000</b>	<b>\$ 77,723,000</b>	<b>\$ 862,908,000</b>	<b>\$ (63,361,000)</b>	<b>\$ 799,547,000</b>

(1) Includes properties owned by separate entities in the form of limited partnerships, limited liability companies, or not-for-profit corporations.

(2) Includes properties that control certain housing property entities.

## BRIDGE Housing Corporation and Affiliates

### Consolidating Schedules of Activities Year Ended December 31, 2022

	BRIDGE Housing Corporation	BRIDGE Community Impact	BRIDGE Property Management Company	BRIDGE Impact Capital	BRIDGE Support Corp.	Housing properties (1)	Other entities (2)	Subtotal	Eliminations	Total
<b>Support and revenue</b>										
Developer fees	\$ 33,652,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 33,652,000	\$ (12,378,000)	\$ 21,274,000
Rental income - net of vacancies and concessions	129,000	-	-	-	-	190,995,000	631,000	191,755,000	(318,000)	191,437,000
Management revenue	9,588,000	392,000	8,653,000	6,000	670,000	2,638,000	18,827,000	40,774,000	(36,154,000)	4,620,000
Contributions	10,752,000	2,344,000	-	-	-	2,490,000	500,000	16,086,000	-	16,086,000
Interest income	4,734,000	7,000	-	51,000	182,000	1,296,000	1,400,000	7,670,000	(6,587,000)	1,083,000
Other property related	-	-	-	-	-	8,012,000	-	8,012,000	-	8,012,000
Other	6,664,000	-	2,000	1,000	-	2,534,000	322,000	9,523,000	(226,000)	9,297,000
<b>Total support and revenue</b>	<b>65,519,000</b>	<b>2,743,000</b>	<b>8,655,000</b>	<b>58,000</b>	<b>852,000</b>	<b>207,965,000</b>	<b>21,680,000</b>	<b>307,472,000</b>	<b>(55,663,000)</b>	<b>251,809,000</b>
<b>Expenses</b>										
Program services	45,173,000	3,888,000	7,772,000	64,000	4,077,000	293,188,000	14,191,000	368,353,000	(59,172,000)	309,181,000
Supporting services	8,066,000	43,000	867,000	11,000	2,000	1,015,000	145,000	10,149,000	-	10,149,000
Fundraising	670,000	-	-	-	-	-	-	670,000	-	670,000
<b>Total expenses</b>	<b>53,909,000</b>	<b>3,931,000</b>	<b>8,639,000</b>	<b>75,000</b>	<b>4,079,000</b>	<b>294,203,000</b>	<b>14,336,000</b>	<b>379,172,000</b>	<b>(59,172,000)</b>	<b>320,000,000</b>
<b>Changes in net assets</b>	<b>11,610,000</b>	<b>(1,188,000)</b>	<b>16,000</b>	<b>(17,000)</b>	<b>(3,227,000)</b>	<b>(86,238,000)</b>	<b>7,344,000</b>	<b>(71,700,000)</b>	<b>3,509,000</b>	<b>(68,191,000)</b>
Net assets, beginning	102,272,000	5,486,000	(7,000)	2,004,000	25,635,000	546,702,000	75,212,000	757,304,000	(28,922,000)	728,382,000
Net capital contributions	-	-	-	-	-	120,469,000	1,128,000	121,597,000	(26,946,000)	94,651,000
<b>Net assets, end</b>	<b>\$ 113,882,000</b>	<b>\$ 4,298,000</b>	<b>\$ 9,000</b>	<b>\$ 1,987,000</b>	<b>\$ 22,408,000</b>	<b>\$ 580,933,000</b>	<b>\$ 83,684,000</b>	<b>\$ 807,201,000</b>	<b>\$ (52,359,000)</b>	<b>\$ 754,842,000</b>

(1) Includes properties owned by separate entities in the form of limited partnerships, limited liability companies, or not-for-profit corporations.

(2) Includes properties that control certain housing property entities.

See Independent Auditor's Report.

## BRIDGE Housing Corporation and Affiliates

### Consolidating Schedules of Cash Flows Year Ended December 31, 2023

	BRIDGE Housing Corporation	BRIDGE Community Impact	BRIDGE Property Management Company	BRIDGE Impact Capital	BRIDGE Support Corp.	Housing properties (1)	Other entities (2)	Subtotal	Eliminations	Total
<b>Cash flows from operating activities</b>										
Change in net assets	\$ 21,833,000	\$ 210,000	\$ -	\$ (901,000)	\$ 2,855,000	\$ (100,612,000)	\$ (2,242,000)	\$ (78,857,000)	\$ 16,771,000	\$ (62,086,000)
Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities										
Depreciation and amortization	256,000	38,000	-	-	-	94,486,000	341,000	95,121,000	(1,098,000)	94,023,000
Amortization of permanent loan costs	210,000	-	-	-	-	3,063,000	-	3,273,000	-	3,273,000
Amortization expense - right-of-use leased assets	1,674,000	-	-	-	-	1,303,000	-	2,977,000	-	2,977,000
Unrealized gain (loss) from investments and derivative financial instruments	12,325,000	(315,000)	-	-	(3,004,000)	(95,000)	-	8,911,000	(10,708,000)	(1,797,000)
Bad debt	7,214,000	-	-	-	-	4,026,000	-	11,240,000	(7,214,000)	4,026,000
(Increase) decrease in assets										
Accounts receivable	(2,697,000)	(198,000)	38,000	-	(151,000)	(942,000)	343,000	(3,607,000)	(8,044,000)	(11,651,000)
Contributions receivable	-	55,000	-	-	-	573,000	-	628,000	-	628,000
Prepaid expenses and deposits	237,000	-	2,000	15,000	-	2,561,000	8,000	2,823,000	(2,317,000)	506,000
Impounds	-	-	-	-	-	(435,000)	-	(435,000)	-	(435,000)
Increase (decrease) in liabilities										
Accounts payable and accrued expenses	654,000	(404,000)	(65,000)	(328,000)	2,000	(27,879,000)	(5,423,000)	(33,443,000)	11,107,000	(22,336,000)
Deferred revenues	(1,102,000)	-	-	-	-	1,964,000	(39,000)	823,000	2,326,000	3,149,000
Interest payable	(4,000)	-	-	(72,000)	-	29,265,000	(997,000)	28,192,000	(325,000)	27,867,000
<b>Net cash provided by (used in) operating activities</b>	<b>40,600,000</b>	<b>(614,000)</b>	<b>(25,000)</b>	<b>(1,286,000)</b>	<b>(298,000)</b>	<b>7,278,000</b>	<b>(8,009,000)</b>	<b>37,846,000</b>	<b>498,000</b>	<b>38,144,000</b>
<b>Cash flows from investing activities</b>										
(Increase) decrease of notes receivable	(18,374,000)	-	-	427,000	-	3,537,000	2,984,000	(11,426,000)	9,775,000	(1,651,000)
Net (increase) decrease in other investments	(20,859,000)	-	-	-	-	-	9,833,000	(11,026,000)	11,391,000	365,000
(Purchase) sale of marketable securities and investments	-	104,000	-	-	12,000	(311,000)	-	(195,000)	-	(195,000)
(Purchase) retirement of property and equipment	-	-	-	-	-	(418,001,000)	-	(418,001,000)	14,578,000	(403,423,000)
Net (increase) decrease in deferred costs	-	-	-	-	-	(523,000)	-	(523,000)	-	(523,000)
<b>Net cash provided by (used in) investing activities</b>	<b>(39,233,000)</b>	<b>104,000</b>	<b>-</b>	<b>427,000</b>	<b>12,000</b>	<b>(415,298,000)</b>	<b>12,817,000</b>	<b>(441,171,000)</b>	<b>35,744,000</b>	<b>(405,427,000)</b>
<b>Cash flows from financing activities</b>										
Proceeds from notes payable	-	-	-	(195,000)	-	535,518,000	-	535,323,000	(8,468,000)	526,855,000
Payment of notes payable	(400,000)	-	-	-	-	(269,017,000)	424,000	(268,993,000)	-	(268,993,000)
Payment of debt issuance costs	-	-	-	-	-	(2,532,000)	-	(2,532,000)	-	(2,532,000)
Repayments of right-of-use lease obligations (principal)	(1,824,000)	-	-	-	-	(2,592,000)	(27,000)	(4,443,000)	(1,000)	(4,444,000)
Payment of syndication costs	-	-	-	-	-	(234,000)	-	(234,000)	-	(234,000)
Proceeds from (distribution of) capital contributions	-	-	-	-	-	138,517,000	(3,719,000)	134,798,000	(27,773,000)	107,025,000
<b>Net cash provided by (used in) financing activities</b>	<b>(2,224,000)</b>	<b>-</b>	<b>-</b>	<b>(195,000)</b>	<b>-</b>	<b>399,660,000</b>	<b>(3,322,000)</b>	<b>393,919,000</b>	<b>(36,242,000)</b>	<b>357,677,000</b>
<b>Net change in cash, cash equivalents and restricted cash</b>	<b>(857,000)</b>	<b>(510,000)</b>	<b>(25,000)</b>	<b>(1,054,000)</b>	<b>(286,000)</b>	<b>(8,360,000)</b>	<b>1,486,000</b>	<b>(9,606,000)</b>	<b>-</b>	<b>(9,606,000)</b>
Cash, cash equivalents and restricted cash, beginning	71,042,000	2,291,000	30,000	1,076,000	294,000	177,706,000	1,156,000	253,595,000	-	253,595,000
Cash, cash equivalents and restricted cash, end	\$ 70,185,000	\$ 1,781,000	\$ 5,000	\$ 22,000	\$ 8,000	\$ 169,346,000	\$ 2,642,000	\$ 243,989,000	\$ -	\$ 243,989,000
<b>Supplementary information</b>										
Cash paid for interest (net of capitalized portion)	\$ 3,278,000	\$ -	\$ -	\$ -	\$ -	\$ 43,566,000	\$ 1,655,000	\$ 48,499,000	\$ (4,101,000)	\$ 44,398,000
Noncash investing and financing activities										
Transfer of fixed assets and accounts and notes payable to housing properties	\$ 6,149,000	\$ -	\$ -	\$ -	\$ -	\$ (6,149,000)	\$ -	\$ -	\$ -	\$ -

(1) Includes properties owned by separate entities in the form of limited partnerships, limited liability companies, or not-for-profit corporations.  
(2) Includes properties that control certain housing property entities.

## BRIDGE Housing Corporation and Affiliates

### Consolidating Schedules of Cash Flows Year Ended December 31, 2022

	BRIDGE Housing Corporation	BRIDGE Community Impact	BRIDGE Property Management Company	BRIDGE Impact Capital	BRIDGE Support Corp.	Housing properties (1)	Other entities (2)	Subtotal	Eliminations	Total
<b>Cash flows from operating activities</b>										
Change in net assets	\$ 11,610,000	\$ (1,188,000)	\$ 16,000	\$ (17,000)	\$ (3,227,000)	\$ (86,238,000)	\$ 7,344,000	\$ (71,700,000)	\$ 3,509,000	\$ (68,191,000)
Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities										
Depreciation and amortization	219,000	-	-	-	-	86,124,000	131,000	86,474,000	(1,449,000)	85,025,000
Amortization of permanent loan costs	260,000	69,000	-	-	-	1,747,000	-	2,076,000	-	2,076,000
Amortization expense - right-of-use leased assets	1,100,000	-	-	-	-	1,346,000	-	2,446,000	-	2,446,000
(Gain) loss on disposal of fixed assets	95,000	-	-	-	-	2,357,000	1,789,000	4,241,000	-	4,241,000
Unrealized gain (loss) from investments and derivative financial instruments	11,540,000	453,000	-	-	2,382,000	(5,023,000)	-	9,352,000	(10,412,000)	(1,060,000)
Bad debt	6,637,000	-	-	-	-	1,962,000	58,000	8,657,000	(6,679,000)	1,978,000
Forgiveness of debt	81,000	(81,000)	-	-	1,652,000	-	(1,652,000)	-	-	-
(Increase) decrease in assets										
Accounts receivable	11,689,000	-	(177,000)	11,000	(95,000)	(8,098,000)	519,000	3,849,000	(9,672,000)	(5,823,000)
Contributions receivable	-	20,000	-	-	-	(3,000)	-	17,000	-	17,000
Prepaid expenses and deposits	618,000	-	24,000	5,000	-	3,062,000	17,000	3,726,000	(62,000)	3,664,000
Impounds	-	-	-	-	-	(725,000)	-	(725,000)	-	(725,000)
Increase (decrease) in liabilities										
Accounts payable and accrued expenses	1,522,000	270,000	116,000	(21,000)	(100,000)	(1,160,000)	(7,320,000)	(6,693,000)	13,240,000	6,547,000
Deferred revenues	1,502,000	-	-	-	-	837,000	(37,000)	2,302,000	70,000	2,372,000
Interest payable	(25,000)	40,000	-	6,000	-	15,985,000	101,000	16,107,000	(232,000)	15,875,000
<b>Net cash provided by (used in) operating activities</b>	<b>46,848,000</b>	<b>(417,000)</b>	<b>(21,000)</b>	<b>(16,000)</b>	<b>612,000</b>	<b>12,173,000</b>	<b>950,000</b>	<b>60,129,000</b>	<b>(11,687,000)</b>	<b>48,442,000</b>
<b>Cash flows from investing activities</b>										
(Increase) decrease of notes receivable	(2,839,000)	-	-	181,000	-	(1,800,000)	(3,531,000)	(7,989,000)	7,179,000	(810,000)
Net (increase) decrease in other investments	(14,131,000)	-	-	-	-	-	(10,931,000)	(25,062,000)	25,659,000	597,000
(Purchase) sale of marketable securities and investments	-	-	-	-	(9,714,000)	(208,000)	-	(9,922,000)	-	(9,922,000)
Purchase of property and equipment	(411,000)	(3,000)	-	-	-	(373,555,000)	1,436,000	(372,533,000)	12,902,000	(359,631,000)
Net (increase) decrease in deferred costs	-	-	-	-	-	(355,000)	(14,000)	(369,000)	1,000	(368,000)
<b>Net cash provided by (used in) investing activities</b>	<b>(17,381,000)</b>	<b>(3,000)</b>	<b>-</b>	<b>181,000</b>	<b>(9,714,000)</b>	<b>(375,918,000)</b>	<b>(13,040,000)</b>	<b>(415,875,000)</b>	<b>45,741,000</b>	<b>(370,134,000)</b>
<b>Cash flows from financing activities</b>										
Proceeds from notes payable	688,000	-	-	-	-	555,452,000	-	556,140,000	(7,099,000)	549,041,000
Payment of notes payable	(4,459,000)	-	-	-	286,000	(284,327,000)	1,974,000	(286,526,000)	-	(286,526,000)
Payment of debt issuance costs	-	-	-	-	-	(1,648,000)	-	(1,648,000)	-	(1,648,000)
Repayments of right-of-use lease obligations (principal)	(1,152,000)	-	-	-	-	(6,379,000)	9,000	(7,522,000)	(9,000)	(7,531,000)
Payment of syndication costs	-	-	-	-	-	(392,000)	-	(392,000)	-	(392,000)
Proceeds from (distribution of) capital contributions	-	-	-	-	-	120,862,000	9,287,000	130,149,000	(26,946,000)	103,203,000
<b>Net cash provided by (used in) financing activities</b>	<b>(4,923,000)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>286,000</b>	<b>383,568,000</b>	<b>11,270,000</b>	<b>390,201,000</b>	<b>(34,054,000)</b>	<b>356,147,000</b>
<b>Net change in cash, cash equivalents and restricted cash</b>	<b>24,544,000</b>	<b>(420,000)</b>	<b>(21,000)</b>	<b>165,000</b>	<b>(8,816,000)</b>	<b>19,823,000</b>	<b>(820,000)</b>	<b>34,455,000</b>	<b>-</b>	<b>34,455,000</b>
Cash, cash equivalents and restricted cash, beginning	46,498,000	2,711,000	51,000	911,000	9,110,000	157,883,000	1,976,000	219,140,000	-	219,140,000
Cash, cash equivalents and restricted cash, end	<b>\$ 71,042,000</b>	<b>\$ 2,291,000</b>	<b>\$ 30,000</b>	<b>\$ 1,076,000</b>	<b>\$ 294,000</b>	<b>\$ 177,706,000</b>	<b>\$ 1,156,000</b>	<b>\$ 253,595,000</b>	<b>\$ -</b>	<b>\$ 253,595,000</b>
<b>Supplementary information</b>										
Cash paid for interest (net of capitalized portion)	\$ 3,362,000	\$ -	\$ -	\$ -	\$ -	\$ 43,760,000	\$ 485,000	\$ 47,607,000	\$ (3,421,000)	\$ 44,186,000
Noncash investing and financing activities										
Property and equipment acquired and recorded in accounts payable and accrued expenses	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 38,190,000	\$ -	\$ 38,190,000	\$ -	\$ 38,190,000
Payment of note receivable from capital distribution	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 8,160,000	\$ 8,160,000	\$ -	\$ 8,160,000

(1) Includes properties owned by separate entities in the form of limited partnerships, limited liability companies, or not-for-profit corporations.

(2) Includes properties that control certain housing property entities.

See Independent Auditor's Report.

**BRIDGE Housing Corporation and Affiliates**  
**Consolidating Schedules of Cash Composition**  
**December 31, 2023 and 2022**

2023	BRIDGE Housing Corporation	BRIDGE Community Impact	BRIDGE Property Management Company	BRIDGE Impact Capital	BRIDGE Support Corp. (3)	Housing properties (1)	Other entities (2)	Total
Undesignated	\$ 68,990,000	\$ 107,000	\$ 5,000	\$ 22,000	\$ 8,000	\$ -	\$ 2,300,000	\$ 71,432,000
Designated	1,195,000	-	-	-	-	50,314,000	-	51,509,000
Donor designated	-	1,674,000	-	-	-	-	-	1,674,000
<b>Total cash and cash equivalents</b>	<b>70,185,000</b>	<b>1,781,000</b>	<b>5,000</b>	<b>22,000</b>	<b>8,000</b>	<b>50,314,000</b>	<b>2,300,000</b>	<b>124,615,000</b>
Restricted cash and deposits	-	-	-	-	-	119,032,000	342,000	119,374,000
<b>Total cash, cash equivalents and restricted cash</b>	<b>\$ 70,185,000</b>	<b>\$ 1,781,000</b>	<b>\$ 5,000</b>	<b>\$ 22,000</b>	<b>\$ 8,000</b>	<b>\$ 169,346,000</b>	<b>\$ 2,642,000</b>	<b>\$ 243,989,000</b>
2022								
Undesignated	\$ 67,829,000	\$ 495,000	\$ 30,000	\$ 1,076,000	\$ 294,000	\$ 283,000	\$ 825,000	\$ 70,832,000
Designated	3,213,000	-	-	-	-	56,766,000	-	59,979,000
Donor designated	-	1,796,000	-	-	-	-	-	1,796,000
<b>Total cash and cash equivalents</b>	<b>71,042,000</b>	<b>2,291,000</b>	<b>30,000</b>	<b>1,076,000</b>	<b>294,000</b>	<b>57,049,000</b>	<b>825,000</b>	<b>132,607,000</b>
Restricted cash and deposits	-	-	-	-	-	120,657,000	331,000	120,988,000
<b>Total cash, cash equivalents and restricted cash</b>	<b>\$ 71,042,000</b>	<b>\$ 2,291,000</b>	<b>\$ 30,000</b>	<b>\$ 1,076,000</b>	<b>\$ 294,000</b>	<b>\$ 177,706,000</b>	<b>\$ 1,156,000</b>	<b>\$ 253,595,000</b>

(1) Includes properties owned by separate entities in the form of limited partnerships, limited liability companies, or not-for-profit corporations.

(2) Includes entities that control certain housing property entities.

(3) In addition, BRIDGE affiliates held investments in marketable securities and multi asset funds of \$27,436,000 and \$24,233,000 as of December 31, 2023 and 2022, respectively.

See Independent Auditor's Report.

## BRIDGE Housing Corporation

### Schedules of Financial Position December 31, 2023

2023	Corporate	Predevelopment	Subtotal	Eliminations	BRIDGE Housing Corporation
<u>Assets</u>					
Current assets					
Cash and cash equivalents	\$ 70,132,000	\$ 53,000	\$ 70,185,000	\$ -	\$ 70,185,000
Accounts receivable - net	49,931,000	-	49,931,000	(2,076,000)	47,855,000
Notes receivable	14,684,000	-	14,684,000	-	14,684,000
Prepaid expenses and deposits	153,000	-	153,000	-	153,000
<b>Total current assets</b>	<b>134,900,000</b>	<b>53,000</b>	<b>134,953,000</b>	<b>(2,076,000)</b>	<b>132,877,000</b>
Noncurrent assets					
Accounts receivable - net of current portion	15,160,000	-	15,160,000	-	15,160,000
Notes receivable - net of current portion	62,945,000	-	62,945,000	-	62,945,000
Prepaid expenses and deposits - net of current portion	281,000	-	281,000	-	281,000
Property and equipment - net	54,000	1,994,000	2,048,000	-	2,048,000
Right-of-use assets - leases	607,000	-	607,000	-	607,000
Land under lease and held for development	804,000	-	804,000	-	804,000
Other investments	29,445,000	-	29,445,000	-	29,445,000
<b>Total noncurrent assets</b>	<b>109,296,000</b>	<b>1,994,000</b>	<b>111,290,000</b>	<b>-</b>	<b>111,290,000</b>
<b>Total assets</b>	<b>\$ 244,196,000</b>	<b>\$ 2,047,000</b>	<b>\$ 246,243,000</b>	<b>\$ (2,076,000)</b>	<b>\$ 244,167,000</b>
<u>Liabilities and Net Assets</u>					
Current liabilities					
Accounts payable and accrued expenses	\$ 2,902,000	\$ 2,102,000	\$ 5,004,000	\$ (2,076,000)	\$ 2,928,000
Accounts payable - construction	15,000	-	15,000	-	15,000
Notes payable	400,000	-	400,000	-	400,000
Interest payable	1,492,000	-	1,492,000	-	1,492,000
Right-of-use liabilities - leases	651,000	-	651,000	-	651,000
Deferred revenues	400,000	-	400,000	-	400,000
<b>Total current liabilities</b>	<b>5,860,000</b>	<b>2,102,000</b>	<b>7,962,000</b>	<b>(2,076,000)</b>	<b>5,886,000</b>
Noncurrent liabilities					
Accounts payable and accrued interest - net of current portion	1,201,000	-	1,201,000	-	1,201,000
Notes payable - net of current portion	101,365,000	-	101,365,000	-	101,365,000
<b>Total noncurrent liabilities</b>	<b>102,566,000</b>	<b>-</b>	<b>102,566,000</b>	<b>-</b>	<b>102,566,000</b>
<b>Total liabilities</b>	<b>108,426,000</b>	<b>2,102,000</b>	<b>110,528,000</b>	<b>(2,076,000)</b>	<b>108,452,000</b>
Net assets					
Without donor restrictions: Controlling interests	134,530,000	(55,000)	134,475,000	-	134,475,000
With donor restrictions	1,240,000	-	1,240,000	-	1,240,000
<b>Total net assets</b>	<b>135,770,000</b>	<b>(55,000)</b>	<b>135,715,000</b>	<b>-</b>	<b>135,715,000</b>
<b>Total liabilities and net assets</b>	<b>\$ 244,196,000</b>	<b>\$ 2,047,000</b>	<b>\$ 246,243,000</b>	<b>\$ (2,076,000)</b>	<b>\$ 244,167,000</b>

## BRIDGE Housing Corporation

### Schedules of Financial Position December 31, 2022

2022	Corporate	Predevelopment	Subtotal	Eliminations	BRIDGE Housing Corporation
<u>Assets</u>					
Current assets					
Cash and cash equivalents	\$ 68,970,000	\$ 2,072,000	\$ 71,042,000	\$ -	\$ 71,042,000
Accounts receivable - net	38,949,000	-	38,949,000	(5,534,000)	33,415,000
Contributions receivable	-	-	-	-	-
Notes receivable	11,735,000	-	11,735,000	-	11,735,000
Prepaid expenses and deposits	65,000	-	65,000	-	65,000
<b>Total current assets</b>	<b>119,719,000</b>	<b>2,072,000</b>	<b>121,791,000</b>	<b>(5,534,000)</b>	<b>116,257,000</b>
Noncurrent assets					
Restricted cash and deposits	-	-	-	-	-
Accounts receivable - net of current portion	26,903,000	-	26,903,000	-	26,903,000
Notes receivable - net of current portion	54,734,000	-	54,734,000	-	54,734,000
Prepaid expenses and deposits - net of current portion	606,000	-	606,000	-	606,000
Property and equipment - net	310,000	8,143,000	8,453,000	-	8,453,000
Right-of-use assets - leases	2,281,000	-	2,281,000	-	2,281,000
Land under lease and held for development	804,000	-	804,000	-	804,000
Other investments	20,911,000	-	20,911,000	-	20,911,000
<b>Total noncurrent assets</b>	<b>106,549,000</b>	<b>8,143,000</b>	<b>114,692,000</b>	<b>-</b>	<b>114,692,000</b>
<b>Total assets</b>	<b>\$ 226,268,000</b>	<b>\$ 10,215,000</b>	<b>\$ 236,483,000</b>	<b>\$ (5,534,000)</b>	<b>\$ 230,949,000</b>
<u>Liabilities and Net Assets</u>					
Current liabilities					
Accounts payable and accrued expenses	\$ 2,970,000	\$ 7,684,000	\$ 10,654,000	\$ (5,534,000)	\$ 5,120,000
Accounts payable - construction	-	997,000	997,000	-	997,000
Notes payable	447,000	-	447,000	-	447,000
Interest payable	1,493,000	3,000	1,496,000	-	1,496,000
Right-of-use liabilities - leases	1,883,000	-	1,883,000	-	1,883,000
Deferred Revenue	1,502,000	-	1,502,000	-	1,502,000
<b>Total current liabilities</b>	<b>8,295,000</b>	<b>8,684,000</b>	<b>16,979,000</b>	<b>(5,534,000)</b>	<b>11,445,000</b>
Noncurrent liabilities					
Accounts payable and accrued interest - net of current portion	1,869,000	-	1,869,000	-	1,869,000
Notes payable - net of current portion	101,630,000	1,531,000	103,161,000	-	103,161,000
Interest payable - net of current portion	-	-	-	-	-
Right-of-use liabilities - leases - net of current portion	592,000	-	592,000	-	592,000
<b>Total noncurrent liabilities</b>	<b>104,091,000</b>	<b>1,531,000</b>	<b>105,622,000</b>	<b>-</b>	<b>105,622,000</b>
<b>Total liabilities</b>	<b>112,386,000</b>	<b>10,215,000</b>	<b>122,601,000</b>	<b>(5,534,000)</b>	<b>117,067,000</b>
Net assets					
Without donor restrictions: Controlling interests	111,955,000	-	111,955,000	-	111,955,000
With donor restrictions	1,927,000	-	1,927,000	-	1,927,000
<b>Total net assets</b>	<b>113,882,000</b>	<b>-</b>	<b>113,882,000</b>	<b>-</b>	<b>113,882,000</b>
<b>Total liabilities and net assets</b>	<b>\$ 226,268,000</b>	<b>\$ 10,215,000</b>	<b>\$ 236,483,000</b>	<b>\$ (5,534,000)</b>	<b>\$ 230,949,000</b>

See Independent Auditor's Report.

**BRIDGE Housing Corporation**

**Schedules of Notes Payable  
December 31, 2023 and 2022**

	2023		2022	
	Interest payable	Principal	Interest payable	Principal
Low-Income Investment Fund, with interest of 2% per annum payable annually, secured by a promissory note, due December 1, 2025.	\$ 3,000	\$ 800,000	\$ 3,000	\$ 1,200,000
GO Bond Series 2020, with interest of 3.25% per annum, payable semi-annually, principal to be paid in full July 15, 2030.	1,489,000	100,000,000	1,490,000	100,000,000
Community Development Agency of the City of Foster City, noninterest-bearing, secured primarily by a deed of trust. Principal payments are due annually in an amount equal to rental payments received. The note is due in June 2050, with unpaid balance to be forgiven under certain circumstances.	-	553,000	-	553,000
Predevelopment notes payable	-	1,390,000	3,000	2,967,000
Total, gross	1,492,000	102,743,000	1,496,000	104,720,000
Debt issuance costs, net	-	978,000	-	1,112,000
Total, net	1,492,000	101,765,000	1,496,000	103,608,000
Less current portion	1,492,000	400,000	1,496,000	447,000
Noncurrent portion	\$ -	\$ 101,365,000	\$ -	\$ 103,161,000

See Independent Auditor's Report.



Independent Auditor's Report on Internal Control over Financial Reporting and on  
Compliance and Other Matters Based on an Audit of Financial Statements  
Performed in Accordance with *Government Auditing Standards*

To the Board of Directors  
BRIDGE Housing Corporation and Affiliates

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, the consolidated financial statements of BRIDGE Housing Corporation and Affiliates, which comprise the consolidated statement of financial position as of December 31, 2023 and the related consolidated statements of activities and cash flows for the year then ended, and the related notes to the consolidated financial statements, and have issued our report thereon dated April 26, 2024.

#### Internal Control over Financial Reporting

In planning and performing our audit of the consolidated financial statements, we considered BRIDGE Housing Corporation and Affiliates' internal control over financial reporting ("internal control") as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the consolidated financial statements, but not for the purpose of expressing an opinion on the effectiveness of BRIDGE Housing Corporation and Affiliates' internal control. Accordingly, we do not express an opinion on the effectiveness of BRIDGE Housing Corporation and Affiliates' internal control.

*A deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's consolidated financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

#### Compliance and Other Matters

As part of obtaining reasonable assurance about whether BRIDGE Housing Corporation and Affiliates' consolidated financial statements are free from material misstatement, we performed tests of their compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the consolidated financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

*CohnReznick LLP*

Los Angeles, California  
April 26, 2024



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